MARSH & MCLENNAN COMPANIES, INC.

Form 4

February 25, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Beshar Peter J

2. Issuer Name and Ticker or Trading

Symbol

MARSH & MCLENNAN

COMPANIES, INC. [MMC]

3. Date of Earliest Transaction (Month/Day/Year)

02/23/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

Director 10% Owner Other (specify

X_ Officer (give title below) EVP and General Counsel

1166 AVENUE OF THE **AMERICAS**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

1. Title of 2. Transaction Date 2A. Deemed

Security (Instr. 3)

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 56.84	02/23/2015		A	99,207	<u>(1)</u>	02/22/2025	Common Stock	99,207	
Restricted Stock Units	<u>(2)</u>	02/23/2015		A(3)	9,897	<u>(4)</u>	<u>(4)</u>	Common Stock	9,897	
Restricted Stock Units	(2)	02/23/2015		A(5)	32,932	<u>(4)</u>	<u>(4)</u>	Common Stock	32,932	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beshar Peter J

1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 **EVP** and General Counsel

Signatures

/s/ Tiffany D. Wooley, Attorney-in-Fact

02/25/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options were granted on February 23, 2015 and vest in four equal annual installments on February 23rd of 2016, 2017, 2018 and 2019.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) These restricted stock units vest in three equal annual installments on February 28, 2016, February 28, 2017, and February 28, 2018.
- (4) Not Applicable.
- These restricted stock units relate to performance stock units that were granted on February 24, 2012 for the performance period 2012-2014. The performance factor for these performance stock units was determined on February 23, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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