

BURNS M MICHELE  
Form 4  
March 01, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BURNS M MICHELE

2. Issuer Name and Ticker or Trading Symbol  
MARSH & MCLENNAN COMPANIES, INC. [MMC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
1166 AVENUE OF THE AMERICAS  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2011

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Chairman & CEO, Mercer

NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/26/2011		M <sup>(1)</sup>	60,907 A \$ 0	102,863	D	
Common Stock	02/26/2011		F <sup>(1)</sup>	25,857 D \$ 30.075	77,006	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	02/26/2011		M <sup>(1)</sup>	60,907	(3)	(3)	Common Stock	60,907

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS M MICHELE 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Chairman & CEO, Mercer	

## Signatures

/s/ Lucy Fato,  
Attorney-in-Fact

03/01/2011

\*\*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).

- Vesting and distribution to reporting person of 60,907 shares underlying restricted stock units of which 25,857 shares were withheld by Marsh & McLennan Companies to cover applicable taxes. These 60,907 shares underlying restricted stock units relate to 38,359 restricted stock units that were granted on February 26, 2008 and a number of restricted stock units relating to performance based restricted stock units that were granted on February 26, 2008, as follows: 6,394 restricted stock units for the 2008 performance year, 8,899 restricted stock units for the 2009 performance year and 7,255 restricted stock units for the 2010 performance year.
- (1) stock units that were granted on February 26, 2008 and a number of restricted stock units relating to performance based restricted stock units that were granted on February 26, 2008, as follows: 6,394 restricted stock units for the 2008 performance year, 8,899 restricted stock units for the 2009 performance year and 7,255 restricted stock units for the 2010 performance year.
  - (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
  - (3) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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