

MARSH & MCLENNAN COMPANIES, INC.
 Form 4
 March 01, 2016

FORM 4

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

OMB APPROVAL

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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 *
 MCGIVNEY MARK C

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2016

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Chief Financial Officer

(Street)
 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 | 02/28/2016 | | M ⁽¹⁾ | 15,468 A \$ 0 | 31,373 | D | |
| Common Stock | 02/28/2016 | | F ⁽¹⁾ | 8,022 D \$ 57.825 | 23,351 | D | |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (2) | 02/28/2016 | | M ⁽¹⁾ | 15,468 | (3) (3) | Common Stock | 15,468 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGIVNEY MARK C 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | Chief Financial Officer | |

Signatures

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

03/01/2016

__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 15,468 shares underlying restricted stock units of which 8,022 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 15,468 shares underlying restricted stock units relate to 2,969 restricted stock units that were granted on February 25, 2013, 8,016 restricted stock units relating to performance stock units that were granted on February 25, 2013 for the performance period 2013-2015, 2,431 restricted stock units that were granted on February 24, 2014, and 2,052 restricted stock units that were granted on February 23, 2015.
- (1) units that were granted on February 25, 2013, 8,016 restricted stock units relating to performance stock units that were granted on February 25, 2013 for the performance period 2013-2015, 2,431 restricted stock units that were granted on February 24, 2014, and 2,052 restricted stock units that were granted on February 23, 2015.
 - (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. 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.