GALLAGHER ARTHUR J & CO
Form 4
May 15, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON ILENE S

(Last) (First) (Middle)

ARTHUR J. GALLAGHER & CO., TWO PIERCE PLACE

(Street)

ITASCA, IL 60143

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GALLAGHER ARTHUR J & CO [AJG]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

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	05/15/2008		J		1,360	A	(1)	6,720	D	
Common Stock (restricted)	05/13/2008		A		4,000	A	(2)	10,640	D	
Common Stock (restricted)	05/15/2008		J		1,360	D	(1)	9,280	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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-Qualified Stock Option (right to buy)	$ 1.11							(3)	05/21/2011	Common Stock	1,00
Non-Qualified Stock Option (right to buy)	$ 5.79							08/21/2003(3)	05/20/2013	Common Stock	1,50
Non-Qualified Stock Option (right to buy)	$ 6.38							(3)	05/15/2010	Common Stock	2,00
Non-Qualified Stock Option (right to buy)	$ 10.58							(3)	05/17/2014	Common Stock	1,50
Non-Qualified Stock Option (right to buy)	$ 10.86							(3)	05/13/2012	Common Stock	1,00
Non-Qualified Stock Option (right to buy)	$ 12.36							(4)	07/06/2009	Common Stock	7,92
Non-Qualified Stock Option (right to buy)	$ 18.5							(4)	06/20/2010	Common Stock	24,0
Non-Qualified Stock Option (right to buy)	$ 25.79							05/21/2004(4)	05/20/2013	Common Stock	25,0
Non-Qualified	$ 26.11							(4)	05/21/2011	Common	25,0

Stock Option (right to buy)					Stock	
Non-Qualified Stock Option (right to buy)	$ 27.1		(4)	05/16/2015	Common Stock	25,0
Non-Qualified Stock Option (right to buy)	$ 30.58		(4)	05/17/2014	Common Stock	25,0
Non-Qualified Stock Option (right to buy)	$ 35.86		(4)	05/13/2012	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON ILENE S ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143	X			

Signatures

By: Kerry S. Abbott For: Ilene S. Gordon	05/15/2008
**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) Vesting of restricted stock which continues to be held as common stock

(2) Restricted stock award vesting in equal parts over three year period.

(3) The stock option becomes exercisable in four equal quarterly installments, commencing three months after the date of grant. Option expires upon death or retirement of director.

(4) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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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