Nadler David A Form 4 February 23, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Nadler David A

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

MARSH & MCLENNAN COMPANIES, INC. [MMC]

(Check all applicable)

(Middle) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

1166 AVENUE OF THE

**AMERICAS** 

Security

(Instr. 3)

(Last)

Vice Chairman, Office of CEO

6. Individual or Joint/Group Filing(Check

(Instr. 4)

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

(Month/Day/Year)

02/21/2011

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10036

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned (I)

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

(Instr. 4)

(A)

Following Reported Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Conversion

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) Disposed of ( (Instr. 3, 4, ar 5)	or D)	(Month/Day/Year)		4)
				Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	02/21/2011		A(2)	14,300	(3)	(3)	Common Stock	14,300
Stock Options (Right to Buy)	\$ 30.595	02/21/2011		A	131,185	<u>(4)</u>	02/20/2021	Common Stock	131,18

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nadler David A 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036

Vice Chairman, Office of CEO

## **Signatures**

/s/ Lucy Fato, Attorney-in-Fact 02/23/2011

\*\*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).
- (1) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (2) These restricted stock units vest in three equal annual installments on February 15, 2012, February 15, 2013, and February 15, 2014.
- (3) Not Applicable.
- (4) These options vest in four equal annual installments on February 21, 2012, February 21, 2013, February 21, 2014, and February 21, 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.

Reporting Owners 2