

MARSH & MCLENNAN COMPANIES, INC.

Form 4

August 14, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAPPORT ROBERT J

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)
08/12/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP and Controller

NEW YORK, NY 10036

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

(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)
Common Stock	03/31/2014		G ⁽¹⁾	V 6,060 D \$ 0	26,069.034	D	
Common Stock	08/12/2014		M	14,000 A \$ 0	40,097.497 ⁽²⁾	D	
Common Stock	08/12/2014		S	14,000 D \$ 51.3969	26,097.497	D	
Common Stock	08/12/2014		I ⁽³⁾	660.041 D \$ 51.44	0	I	MMC 401(k) Savings & Investment

Plan

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

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(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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.505	08/12/2014		M	14,000	⁽⁴⁾ 03/15/2015	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAPPORT ROBERT J 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			SVP and Controller	

Signatures

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

08/14/2014

__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) On March 27, 2012, the reporting person contributed 25,000 shares of MMC common stock to a grantor retained annuity trust for the benefit of himself and his three adult children. The trust terminated on March 27, 2014, and on March 31, 2014, 6,060 of the shares were transferred to the reporting person's children. The remaining 8,407 shares were previously distributed to the reporting person and continue to be reported in this Form 4 as directly owned.

(2)

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Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan and dividend reinvestment shares acquired on May 15, 2014.

The reporting person transferred funds within his account in the MMC 401(k) Savings & Investment Plan from units of the MMC Stock

- (3) Fund representing 660.041 shares of MMC common stock based on the closing price on August 12, 2014 of \$51.44 into other investments. This fund to fund transfer qualifies as an exempt Discretionary Transaction for purposes of Rule 16b-3.

These options vested in four equal annual installments on March 16th of 2006, 2007, 2008, and 2009. These options became exercisable

- (4) on February 14, 2013, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested.

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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