

CBIALLAVETTA MATHIS  
Form 4  
January 05, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CBIALLAVETTA MATHIS

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)  
01/03/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Chairman, Office of CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 01/03/2007                           |  | M                              | 493.7 <sup>(1)</sup>  | A \$ 0  | 194,150.1535 <sup>(2)</sup>                              | D  |
| Common Stock                    | 01/03/2007                           |  | F                              | 159.712 <sup>(1)</sup>  | D \$ 30.66  | 193,990.4415 <sup>(2)</sup>                              | 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)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units - Bonus Deferral Plan | (3)  | 05/15/2006                           |  | J(4)                           | V 21.827  | (5) (5)  | Common Stock 21.827   |
| Restricted Stock Units - Bonus Deferral Plan | (3)  | 08/15/2006                           |  | J(4)                           | V 25.022  | (5) (5)  | Common Stock 25.022   |
| Restricted Stock Units - Bonus Deferral Plan | (3)  | 11/15/2006                           |  | J(4)                           | V 19.927  | (5) (5)  | Common Stock 19.927   |
| Restricted Stock Units - Bonus Deferral Plan | (3)  | 01/03/2007                           |  | M                              | 493.7   | (5) (5)  | Common Stock 493.7  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| CABIALLAVETTA MATHIS<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | Vice Chairman, Office of CEO |       |

## Signatures

Scott Budlong,  
Attorney-in-Fact

01/05/2007

\_\_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).
- (2) Includes 834 shares acquired under the MMC Employee Stock Purchase Plan (the "Plan") and 98.4996 shares acquired under the dividend reinvestment feature of the Plan at prevailing market prices.
- (1) Reflects distribution of 493.700 Bonus Deferral Plan Stock Units of which 159.712 shares were withheld to cover applicable taxes.
- (3) The security converts to MMC Common Stock on a 1-for-1 basis.
- (4) Dividend proceeds credited to the reporting person's account at prevailing market prices.
- (5) Not Applicable

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