Bischoff J. Michael Form 4 February 20, 2013

## FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Bischoff J. Michael	Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		MARSH & MCLENNAN COMPANIES, INC. [MMC]	(Check all applicable)			
(Last) (First	) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
1166 AVENUE OF	THE	02/15/2013	below) below) Chief Financial Officer			

**AMERICAS** 

NEW YORK, NY 10036

(Street) 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

(City)	(State)	(Zip) Tab	ole I - Non-I	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Ac Transaction(A) or Disposed Code (Instr. 3, 4 and 3 (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common Stock	02/15/2013		M(1)	2,302	A	\$0	5,568	D	
Common Stock	02/15/2013		F <u>(1)</u>	883	D	\$ 36.15	4,685	D	
Common Stock							1.686 <u>(2)</u>	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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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number tioms 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	(3)	02/15/2013		M <u>(1)</u>		2,302	<u>(4)</u>	<u>(4)</u>	Common Stock	2,302
Restricted Stk. Units (SSIP)	(3)						<u>(4)</u>	<u>(4)</u>	Common Stock	1,366.386 (5)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bischoff J. Michael 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036

Chief Financial Officer

# **Signatures**

/s/ Lucy Fato, Attorney-in-Fact 02/20/2013

\*\*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 2,302 shares underlying restricted stock units of which 883 were withheld by Marsh & (1) McLennan Companies to cover applicable taxes. These 2,302 shares underlying restricted stock units relate to 1,212 restricted stock units that were granted on February 22, 2010 and 1,090 restricted stock units that were granted on February 21, 2011.
- (2) Reflects additional shares acquired by the Marsh & McLennan Companies 401(k) Savings & Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of year end.

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- (3) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (4) Not Applicable.
- (5) Reflects additional shares acquired by the Supplemental Savings & Investment Plan (SSIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of year end.

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.