

OKEN MARC D
Form 3
January 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â OKEN MARC D		(Month/Day/Year)	MARSH & MCLENNAN COMPANIES, INC. [MMC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MARSH & MCLENNAN COMPANIES, INC,Â 1166 AVENUE OF THE AMERICAS		01/18/2006	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
NEW YORK,Â NYÂ 10036			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares or Indirect
(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKEN MARC D C/O MARSH & MCLENNAN COMPANIES, INC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	A	A	A

Signatures

Marc D. Oken 01/18/2006
 **Signature of Date
 Reporting Person

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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. Plan). Except as otherwise provided herein, this Amendment No. 2 (the Amendment) will be effective as of September 12, 2013, the date of the approval of the Amendment by the Company's Board of Directors, subject to approval of the Amendment by the stockholders at the 2013 annual meeting of stockholders to be held on November 13, 2013, subject to any postponement or adjustment thereto (the Stockholder Meeting Date). Capitalized terms not defined in this Amendment shall have the meaning given to those terms in the Plan.

Effect of Plan Amendment:

The purpose of this Amendment is to (a) increase the number of shares available for issuance under the Plan by 8,345,000 shares, less one share for each share subject to an Option or SAR and less 2.8 shares for each share subject to a Full Value Award, in each case, granted between June 30, 2013 and the Stockholder Meeting Date; (b) provide that shares of Common Stock available for grant under the Plan shall, effective as of June 30, 2013, be reduced by 2.8 (previously 3.0) shares for each share of Common Stock granted subject to any Full Value Award and shall be increased by 2.8 (previously 3.0) shares for each share of Common Stock granted subject to a Full Value Award that terminates, expires, lapses or is forfeited or added back to the share reserve in accordance with the Plan and this Amendment; (c) add certain performance criteria for purposes of granting performance-based awards; (d) extend the term of the Plan to September 11, 2023 (previously September 29, 2019); (e) clarify that dividends and/or dividend equivalents may not be paid or granted with respect to certain types of awards; (f) provide for certain non-discretionary, equitable adjustments in the event of certain restructurings that affect the Common Stock; (g) provide other clarifying changes as set forth below.

As of June 30, 2013, there were 10,654,934 shares available for issuance under the Plan, which, when coupled with the proposed 8,345,000 share increase, results in a maximum of 18,999,934 shares remaining available for issuance under the Plan as of the Stockholder Meeting Date. The 8,345,000 share increase to be effected as of the Stockholder Meeting Date will be reduced by one share for each share subject to an Option or SAR and reduced by 2.8 shares for

each share subject to a Full Value Award, in each case, granted between June 30, 2013 and the Stockholder Meeting Date.

Plan Amendments:

1. Section 1.4 of the Plan is hereby amended by adding the following to the end thereof:
The Award Limit shall be subject to the share counting provisions set forth in Section 2.1.

2. Section 1.29(a) of the Plan is hereby amended by adding the following criteria to the end thereof, subject to stockholder approval of the Amendment:
(xxxiv) productivity; (xxxv) operating efficiency; and (xxxvi) return on net assets

3. Section 1.41 of the Plan is hereby amended by deleting the language Substitute Award shall mean an Option and replacing it with the following:
Substitute Award shall mean an Award

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4. Section 2.1 of the Plan is hereby replaced and restated in its entirety as set forth below, subject to stockholder approval of this Amendment:

2.1 Shares Subject to Plan.

(a) Subject to Section 11.3 and Section 2.1(b), the aggregate number of shares of Common Stock that may be issued or transferred under Awards under the Plan since the date of the Plan inception on August 21, 2006 is equal to _____⁽¹⁾ shares.

Effective for any Award granted on or after June 30, 2013, the aggregate number of shares of Common Stock available for grant under the Plan shall be reduced by 2.8 shares for each share of Common Stock granted subject to any Full Value Award and shall be reduced by one share for each share of Common Stock granted subject to any Award that is not a Full Value Award.

(b) To the extent that an Award terminates, expires, lapses or is forfeited or settled for cash (in whole or in part) for any reason on or after June 30, 2013, and regardless of when the Award was granted, any shares of Common Stock then subject to that Award to the extent of the termination, lapse, forfeiture or cash settlement, will again be available for grant under the Plan; *provided, however*, that the number of shares that will again be available for grant under the Plan will be increased by one share for each share of Common Stock subject to an Option or SAR or by 2.8 shares for each share of Common Stock subject to a Full Value Award at the time the Award terminates, expires, lapses or is forfeited or settled for cash for any reason after June 30, 2013.

To the extent permitted by applicable law or any exchange rule, shares of Common Stock issued in assumption of, or in substitution for, any outstanding Awards of any entity acquired in any form of combination by the Company or any Subsidiary, and all Substitute Awards (as defined in the Plan), shall not be counted against shares of Common Stock available for grant under this Plan. Further, available shares under a stockholder approved Plan of an entity acquired by the Company or any Subsidiary (as appropriately adjusted to reflect the acquisition transaction using the exchange ratio or other adjustment or valuation ratio or formula used in the acquisition or combination to determine the consideration payable to the Holders of Common Stock of the entities party to the acquisition or combination) may be used for Awards under the Plan and may not be counted against shares of Common Stock available for grant under this Plan (and shares subject to those Awards shall not be added to the shares available for Awards under the Plan as provided in the paragraph below), subject to applicable law and exchange rules.

In the event that withholding tax liabilities arising from an Award other than an Option or Stock Appreciation Right after June 30, 2013 are satisfied by the tendering of shares of Common Stock (either actually or by attestation) or by the withholding of shares of Common Stock by the Company, the shares so tendered or withheld shall be added to the shares available for Awards under the Plan in accordance with Section 2.1(b) above. Shares of Common Stock withheld by the Company or delivered to the Company in payment of the exercise price or tax withholding obligations with respect to an Option or

⁽¹⁾ The aggregate authorized number will equal 35,475,000 shares authorized under the Plan prior to this Amendment plus the difference between 8,345,000 shares, less (i) one share for each share subject to an option or SAR, and (2) 2.8 shares for each share subject to a full value award, in each case granted between June 30, 2013 and the

Stockholder Meeting Date. This final number will be determined on the Stockholder Meeting Date and inserted by the Corporate Secretary.

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SAR and shares of Common Stock subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of that Stock Appreciation Right will not be available for grant under the Plan. Shares of Common Stock reacquired by the Company on the open market or otherwise using cash proceeds from the exercise of Options will not be available for grant under the Plan. The payment of Dividend Equivalents in cash in conjunction with any outstanding Awards will not be counted against the shares available for issuance under the Plan.

Notwithstanding the provisions of this Section 2.1(b), no shares of Common Stock may again be optioned, granted or awarded if that action would cause an Incentive Stock Option to fail to qualify as an incentive stock option under Section 422 of the Code.

5. Section 5.2 of the Plan is hereby amended by deleting the last sentence thereof.

6. Section 8.3 of the Plan is hereby amended and restated in its entirety as set forth below:

8.3 Dividend Equivalents. Any Employee, Non-Employee Director or Consultant selected by the Administrator may be granted Dividend Equivalents based on the dividends declared on Common Stock, to be credited as of dividend payment dates, during the period between the date a Full Value Award is granted and the date the Full Value Award vests, is exercised, is distributed or expires, as determined by the Administrator. Dividend Equivalents shall be converted to cash or additional shares of Common Stock by a formula, at a time, and subject to the limitations the Administrator may determine. In addition, dividends or Dividend Equivalents with respect to a Full Value Award with performance-based vesting shall only be paid out to the Holder to the extent that the performance-based vesting conditions are satisfied and the Full Value Award vests. Dividend Equivalents shall not be paid out on any unvested Restricted Stock Units. Notwithstanding the foregoing, in no event shall Dividend Equivalents be payable with respect to Options or Stock Appreciation Rights.

7. Section 11.2 of the Plan is hereby amended by striking September 29, 2019 and replacing it with September , 2023 , subject to stockholder approval of this Amendment.

8. Section 11.3 of the Plan is hereby amended by adding the following provision to the end thereof:

(h) In connection with the occurrence of any Equity Restructuring (as defined below), and notwithstanding anything to the contrary in Sections 11.3(a) and 11.3(b): (i) the number and type of securities subject to each outstanding Award and the exercise price or grant price thereof, if applicable, shall be equitably adjusted; and/or (ii) the Administrator shall make equitable adjustments, if any, as the Administrator, in its sole discretion, may deem appropriate to reflect an Equity Restructuring with respect to the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Article II on the maximum number and kind of shares which may be issued under the Plan, and adjustments of the Award Limit, and adjustments of the manner in which shares subject to Full Value Awards will be counted). The adjustments provided under this Section 11.3(h) shall be nondiscretionary and shall be final and binding on the affected Holder and the Company. For purposes of this Plan, *Equity Restructuring* shall mean shall mean a nonreciprocal transaction between the Company and its shareholders,

such as a share dividend, share split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend, that affects the number or kind of shares (or other securities of the Company) or the share price of Common Stock (or other securities) and

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causes a change in the per-share value of the Common Stock underlying outstanding Awards.

9. Section 11.6 of the Plan is hereby amended and restated in its entirety as set forth below:

Prohibition on Repricing. Subject to Section 11.3, the Administrator shall not without the approval of the Company's stockholders (a) lower the price per share of an Option or SAR after it is granted, (b) cancel an Option or SAR in exchange for cash or another Award (other than in connection with a Change in Control), or (c) take any other action with respect to an Option or SAR that would be treated as a repricing under the rules and regulations of the principal U.S. national securities exchange on which the shares are listed.

* * * * *

Except as set forth in this Amendment, all other Articles, Sections, terms and conditions of the Plan remain unchanged and in full force and effect.

I hereby certify that the foregoing was duly adopted by the Board of Directors of ResMed Inc. on September [], 2013.

Corporate Secretary

* * * * *

I hereby certify that the foregoing was approved by the stockholders of ResMed Inc. on November 13, 2013.

Executed on this [] day of [], 2013.

Corporate Secretary

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RESMED INC.

9001 SPECTRUM CENTER BLVD.

SAN DIEGO, CA 92123

ATTN: CONSTANCE BIENFAIT

VOTE BY INTERNET - www.proxyvote.com

Use the internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. US Eastern Time November 12, 2013. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. For your vote to be effective, it must be received on or before November 12, 2013.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. US Eastern Time November 12, 2013. Have your proxy card in hand when you call and then follow the instructions.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receive all future proxy statements, proxy cards and annual reports electronically via e-mail or the internet. To sign up for electronic delivery, please follow the instructions above to vote using the internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M63130-P43056

KEEP THIS PORTION FOR YOUR
RECORDS
DETACH AND RETURN THIS PORTION
ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

RESMED INC.

**The Board of Directors recommends
you vote**

FOR the following proposals:

Vote on Directors

1.	Election of two directors, each to serve for a three-year term.			
	Nominees:	For	Against	Abstain
1a.	Carol Burt	..	..	..
1b.	Richard Sulpizio	..	..	..

Vote on Proposals

		For	Against	Abstain
2.	Ratify our appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending June 30, 2014;	..	..	..
3.	Approve, on an advisory basis, the compensation paid to our named executive officers, as described in the proxy statement; and	..	..	..
4.	Approve an amendment to the ResMed Inc. 2009 Incentive Award Plan, which, among other things, increases the plan reserve by 8,345,000 shares, and which serves as approval for purposes of section 162(m) of the US Internal Revenue Code.	..	..	..

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]
(Joint Owners)

Date

Date

Signature

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RESMED INC.

ANNUAL MEETING OF STOCKHOLDERS

Date: Thursday, November 14, 2013, at 10:00 a.m. (Australian Eastern Daylight Time);
Wednesday, November 13, 2013, at 3:00 p.m. (US Pacific Time)

Location: ResMed s Australian corporate office
1 Elizabeth Macarthur Drive
Bella Vista New South Wales 2153

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

M63131-P43056

ResMed Inc.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints David Pendarvis and Brett Sandercock as proxies, each with full power of substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of ResMed Inc. held of record by the undersigned on September 16, 2013, as of 4:00 p.m. (US Eastern Time) at the Annual Meeting of Stockholders to be held on Thursday, November 14, 2013, at 10:00 a.m. Australian Eastern Daylight Time (Wednesday, November 13, 2013, at 3:00 p.m. US Pacific Time) in ResMed s Australian corporate office, 1 Elizabeth Macarthur Drive, Bella Vista New South Wales 2153, or any adjournment or postponement of the meeting.

If no choice is specified, the proxy will be voted **FOR** the nominees in Item 1 and **FOR** Items 2, 3 and 4.

(See reverse for voting instructions)