

MARSH & MCLENNAN COMPANIES, INC.

Form 4

January 31, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**DUPERREULT BRIAN**

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/29/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO, MMC**

(Street)  
**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount 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) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year)   | (Instr. 3 and 4) |                  |                 |              |                      |
|------------------------------|--|----------------------|-----------------|---|--------------------|------------------|------------------|-----------------|--------------|----------------------|
|                              |  |                      | Code            | V   | (A)                | (D)              | Date Exercisable | Expiration Date | Title        | Amount Number Shares |
| Restricted Stock Units       | <u>(1)</u>                               | 01/29/2008           | A               |   | 43,997 <u>(2)</u>  |                  | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 43,997               |
| Restricted Stock Units       | <u>(1)</u>                               | 01/29/2008           | A               |   | 300,000 <u>(4)</u> |                  | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 300,000              |
| Stock Options (Right to buy) | \$ 27.275                                | 01/29/2008           | A               |   | 1,200,000          |                  | <u>(5)</u>       | 01/29/2018      | Common Stock | 1,200,000            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| DUPERREAULT BRIAN<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | X             |           | President and CEO, MMC |       |

## Signatures

Brian  
Duperreault  
01/30/2008  
 \*\*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 MMC Common Stock on a 1-for-1 basis.
- (4) These restricted stock units will vest in full on the third anniversary of the date of grant (January 29, 2011).  
 One-third of the Initial Stock Options will vest in two equal annual installments on the first and second anniversaries of the date of grant; one-third will vest if and when the trading price of MMC's common stock has exceeded the exercise price by at least 20% for a period of 15 consecutive trading days; and one-third will vest if and when the trading price of MMC's common stock has exceeded the exercise price by at least 40% for a period of 15 consecutive trading days.
- (5) Seventy-five percent of these units will vest on the first anniversary of the date of grant, and the remaining 25% will vest on the second anniversary of the date of grant.
- (3) Not Applicable

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.