

MARSH & MCLENNAN COMPANIES, INC.

Form 3

January 06, 2014

**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 <b>and</b> Ticker or Trading Symbol	
Â McDonald Scott		(Month/Day/Year)	MARSH & MCLENNAN COMPANIES, INC. [MMC]	
(Last)	(First)	(Middle)	01/01/2014	
1166 AVENUE OF THE AMERICAS			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10036			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			CEO of Oliver Wyman Group	

**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)
Common Stock	7,480.061	D	Â

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

SEC 1473 (7-02)

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**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)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	22,191	\$ (2)	D	Â
Stock Options (Right to Buy)	Â (3)	03/15/2015	Common Stock	9,000	\$ 30.505	D	Â
Stock Options (Right to Buy)	Â (4)	03/14/2016	Common Stock	3,500	\$ 30.215	D	Â
Stock Options (Right to Buy)	Â (5)	02/11/2017	Common Stock	1,576	\$ 29.6	D	Â
Stock Options (Right to Buy)	Â (6)	02/25/2018	Common Stock	2,023	\$ 26.07	D	Â
Stock Options (Right to Buy)	Â (7)	02/21/2020	Common Stock	11,200	\$ 22.705	D	Â
Stock Options (Right to Buy)	Â (7)	02/21/2020	Common Stock	218	\$ 22.705	D	Â
Stock Options (Right to Buy)	Â (8)	02/20/2021	Common Stock	11,245	\$ 30.595	D	Â
Stock Options (Right to Buy)	Â (9)	02/23/2022	Common Stock	13,039	\$ 31.885	D	Â
Stock Options (Right to Buy)	Â (10)	02/24/2023	Common Stock	20,162	\$ 36.495	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Scott 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â	Â	Â	CEO of Oliver Wyman Group

## Signatures

/s/ Lucy Fato,  
Attorney-in-Fact

01/06/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Not Applicable.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) These options vested in four equal annual installments on March 16th of 2006, 2007, 2008, and 2009. These options became exercisable when, after they vested, the closing price of Marsh & McLennan Companies common stock was at least 15% higher than the exercise

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price of the options for ten consecutive trading days.

- (4) These options vested in four equal annual installments on March 15th of 2007, 2008, 2009, and 2010. These options became exercisable when, after they vested, the closing price of Marsh & McLennan Companies common stock was at least 15% higher than the exercise price of the options for ten consecutive trading days.
- (5) These options vested in four equal annual installments on February 12th of 2008, 2009, 2010, and 2011. These options became exercisable when, after they vested, the closing price of Marsh & McLennan Companies common stock was at least 15% higher than the exercise price of the options for ten consecutive trading days.
- (6) These options vested in four equal installments and became exercisable on February 26th of 2009, 2010, 2011, and 2012. These options were granted on February 22, 2010 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first three installments vested and became exercisable on February 22nd of 2011, 2012, and 2013. The remaining installment vests on February 22, 2014.
- (7) These options were granted on February 21, 2011 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first two installments vested and became exercisable on February 21st of 2012, and 2013. The remaining installments vest on February 21st of 2014, and 2015.
- (8) These options were granted on February 24, 2012 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first installment vested and became exercisable on February 24, 2013. The remaining installments vest on February 24th of 2014, 2015, and 2016.
- (9) These options were granted on February 25, 2013 and vest in four equal annual installments on February 25th of 2014, 2015, 2016, and 2017.
- (10)

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.