

GALLAGHER ARTHUR J & CO  
Form 8-K  
February 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 17, 2012

**ARTHUR J. GALLAGHER & CO.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-9761**  
(Commission  
File Number)

**36-2151613**  
(IRS Employer  
Identification No.)

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**Two Pierce Place, Itasca, Illinois 60143-3141**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (630) 773-3800**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On February 17, 2012, Arthur J. Gallagher & Co. ( Gallagher ) registered for resale 599,337 shares of Gallagher common stock pursuant to a prospectus supplement under its automatic shelf registration statement on Form S-3 (Registration Statement No. 333-166533), filed with the Securities and Exchange Commission (the Registration Statement). The opinion and consent of Seth Diehl, Esq., Senior Counsel, Corporate & Securities, as to the validity of these shares of common stock, filed as Exhibits 5 and 23 to this Current Report on Form 8-K, respectively, are incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 5                      | Opinion of Seth Diehl, Esq., Senior Counsel, Corporate & Securities                                |
| 23                     | Consent of Seth Diehl, Esq., Senior Counsel, Corporate & Securities (included in Exhibit 5 hereto) |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Arthur J. Gallagher & Co.**

Date: February 17, 2012

*/s/* WALTER D. BAY  
**Walter D. Bay**

**Vice President, General Counsel and Secretary**