WIJNBERG SANDRA S
Form 4
January 19, 2005

FORM 4

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

OMB APPROVAL

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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 *
WIJNBERG SANDRA S

(Last) (First) (Middle)

1166 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARSH & MCLENNAN COMPANIES INC [MMC]

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. Vice Pres./CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/17/2005		M		1,042 (1)	A	$ 0 (2)	80,384.2113 (3) (4)	D	
Common Stock	01/17/2005		F		571 (1)	D	$ 31.81	79,813.2113 (3) (4)	D	
Common Stock								1,406.4479 (5)	I	Stock Investment Plan (401K)

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)		5. Number of 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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stk. Units -SISP	(6)	09/30/2004		P	V	374.3652 (7)		(2)	(2)	Common Stock	374.3
Restricted Stock Units	(6)	01/17/2005		M			1,042	(2)	(2)	Common Stock	1,0
Restricted Stock Units - Bonus Deferral Plan	(6)	02/13/2004		P	V	102.928 (8)		(2)	(2)	Common Stock	102.
Restricted Stock Units - Bonus Deferral Plan	(6)	05/14/2004		P	V	185.193 (8)		(2)	(2)	Common Stock	185.
Restricted Stock Units - Bonus Deferral Plan	(6)	08/13/2004		P	V	205.736 (8)		(2)	(2)	Common Stock	205.
Restricted Stock Units - Bonus Deferral Plan	(6)	11/15/2004		P	V	315.586 (8)		(2)	(2)	Common Stock	315.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIJNBERG SANDRA S 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Sr. Vice Pres./CFO	

Signatures

William J. White, Attorney-in-Fact	01/19/2005
**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).

(8) Acquired with dividend proceeds credited to the reporting person's account under the Marsh & McLennan Cash Bonus Award Voluntary Deferral Plan.

(5) Reflects additional shares acquired by the Stock Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of September 30, 2004.

(7) Reflects additional shares acquired by the Stock Investment Supplemental Plan (SISP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of September 30, 2004.

(6) The security converts to MMC Common Stock on a 1-for-1 basis

(1) Reflects vesting and distribution of 1,042 Restricted Stock Units of which 571 were withheld by MMC to cover applicable taxes.

(3) Includes 521 shares acquired under the MMC Employee Stock Purchase Plan and 6.2113 shares acquired pursuant to the reinvestment of dividends at prevailing market prices.

(4) Includes shares of MMC Restricted Stock.

(2) 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.
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