

MARSH & MCLENNAN COMPANIES, INC.  
 Form 4  
 March 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MOCZARSKI ALEXANDER S**

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/28/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & CEO, Guy Carpenter

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 02/28/2015                           |  | M <sup>(1)</sup>               | 33,474  | A \$ 0  | 83,434.028 <sup>(2)</sup>                                | D  |
| Common Stock                    | 02/28/2015                           |  | F <sup>(1)</sup>               | 18,687  | D \$ 56.99  | 64,747.028   | D  |

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

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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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (3)  | 02/28/2015                           |  | M <sup>(1)</sup>               | 33,474  | (4) (4)  | Common Stock  | 33,474                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| MOCZARSKI ALEXANDER S<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | President & CEO, Guy Carpenter |       |

## Signatures

/s/ Tiffany D. Wooley,  
Attorney-in-Fact

03/03/2015

\_\_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).

- Vesting and distribution to reporting person of 33,474 shares underlying restricted stock units of which 18,687 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 33,474 shares underlying restricted stock units relate to 3,921 restricted stock units that were granted on February 24, 2012, 23,524 restricted stock units relating to performance stock units that were granted on February 24, 2012 for the performance period 2012-2014, 3,425 restricted stock units that were granted on February 25, 2013 and 2,604 restricted stock units that were granted on February 24, 2014.
- (1) units that were granted on February 24, 2012, 23,524 restricted stock units relating to performance stock units that were granted on February 24, 2012 for the performance period 2012-2014, 3,425 restricted stock units that were granted on February 25, 2013 and 2,604 restricted stock units that were granted on February 24, 2014.
  - (2) Includes dividend reinvestment shares acquired on November 17, 2014 and February 13, 2015.
  - (3) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
  - (4) 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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