

CARY RICHARD C
Form 4
August 20, 2018

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 *
CARY RICHARD C

2. Issuer Name and Ticker or Trading Symbol
GALLAGHER ARTHUR J & CO
[AJG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2850 GOLF ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Controller, CAO

ROLLING MEADOWS, IL 60008-4002

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/16/2018		M			1,733	A	\$ 35.71	34,793	D	
Common Stock	08/16/2018		M			4,866	A	\$ 39.17	39,659	D	
Common Stock	08/16/2018		S			6,599	D	\$ 71.6678	33,060	D	
Common Stock	08/17/2018		M			4,267	A	\$ 46.87	37,327	D	
Common Stock	08/17/2018		M			1,801	A	\$ 46.17	39,128	D	

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Common Stock 08/17/2018 S 6,068 D \$ 72.26₍₁₎ 33,060 D

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

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(9-02)

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 (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)	Amount or Number of Shares
Non-qualified Stock Option	\$ 35.71	08/16/2018		M	1,733	<u>(2)</u> 03/16/2019	Common Stock	1,733
Non-qualified Stock Option	\$ 39.17	08/16/2018		M	4,866	<u>(2)</u> 03/13/2020	Common Stock	4,866
Non-qualified Stock Option	\$ 46.87	08/17/2018		M	4,267	<u>(2)</u> 03/12/2021	Common Stock	4,267
Non-qualified Stock Option	\$ 46.17	08/17/2018		M	1,801	<u>(2)</u> 03/11/2022	Common Stock	1,801

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARY RICHARD C 2850 GOLF ROAD ROLLING MEADOWS, IL 60008-4002			Controller, CAO	

Signatures

/s/ April Hanes-Dowd, by power of attorney 08/20/2018

 **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).

The price reported is an average weighted price. The shares were sold in multiple transactions at prices ranging from \$72.25 to \$72.27.

(1) The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) One-third of this stock option becomes exercisable on each of the 3rd, 4th, and 5th anniversaries of the grant date.

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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