

GALLAGHER ARTHUR J & CO
 Form 4
 March 16, 2006

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 *
 MCGURN DAVID E JR

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)
 ARTHUR J. GALLAGHER &
 CO., TWO PIERCE PLACE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/14/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President

ITASCA, IL 60143

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 03/14/2006 | | A | V | Amount 3,447 | (D) 52,591 | I | by Trust |
| Common Stock | | | | | | 134,761 | D | |
| Common Stock | | | | | | 1,441 | I | by Son |
| Common Stock | | | | | | 2,882 | I | by Spouse (2) |
| Common Stock | | | | | | 4,763 | D | |

(restricted)

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 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 7.97 | | | | | (3) 07/17/2006 | Common Stock | 40,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.25 | | | | | (3) 08/30/2008 | Common Stock | 40,000 |
| Non-Qualified Stock Option (right to buy) | \$ 18.5 | | | | | (3) 06/20/2010 | Common Stock | 30,000 |
| Non-Qualified Stock Option (right to buy) | \$ 22.7 | | | | | (3) 07/21/2012 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.9 | | | | | 01/01/2004 ⁽³⁾ 07/16/2013 | Common Stock | 35,000 |
| Non-Qualified Stock Option (right to buy) | \$ 26.5 | | | | | (3) 07/19/2011 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 27.25 | | | | | (3) 07/20/2015 | Common Stock | 30,000 |
| | \$ 29.42 | | | | | (3) 07/21/2014 | | 35,000 |

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGURN DAVID E JR ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143 | | | Vice President | |

Signatures

By: John C. Rosengren For: David E.
McGurn, Jr. 03/16/2006

 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).
- (1) Granted pursuant to the Arthur J. Gallagher & Co. Deferred Equity Participation Plan.
 - (2) Held by spouse as custodian for benefit of children under the Uniform Gift to Minors Act.
 - (3) The stock option becomes exercisable 10% each year, commencing January 1 after the date of grant.

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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