

GALLAGHER ARTHUR J & CO  
Form 8-K  
July 29, 2009

**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**

**July 23, 2009**

**Date of Report: (Date of earliest event reported)**

**ARTHUR J. GALLAGHER & CO.**

**(Exact name of registrant as specified in its charter)**

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

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

**36-2151613**  
**(I.R.S. Employer**

**Identification Number)**

**Two Pierce Place, Itasca, Illinois 60143-3141, (630) 773-3800**

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(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**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 1.01. Entry into a Material Definitive Agreement**

On July 23, 2009, Arthur J. Gallagher & Co. (the Company ) entered into an amendment to the Assurance of Voluntary Compliance with the Office of the Attorney General of the State of Illinois dated May 18, 2005. Pursuant to the amendment, the Company will be permitted to accept retail contingent commissions, commencing October 1, 2009. The Company and the Attorney General also agreed to a form of disclosure regarding contingent compensation that the Company will provide to clients.

**SIGNATURE**

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: July 28, 2009

/s/ Walter D. Bay  
Walter D. Bay

Vice President, General Counsel and Secretary

(duly authorized officer)