

GALLAGHER ARTHUR J & CO  
Form 8-K  
May 11, 2011

**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

May 10, 2011

Date of Report: (Date of earliest event reported)

**ARTHUR J. GALLAGHER & CO.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization) (Commission  
File Number) (I.R.S. Employer  
Identification Number)  
**Two Pierce Place, Itasca, Illinois 60143-3141, (630) 773-3800**

(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 5.07. Submission of Matters to a Vote of Security Holders.**

Arthur J. Gallagher & Co. ( Gallagher ) held its Annual Meeting of Stockholders on May 10, 2011 (the Annual Meeting ). At the Annual Meeting, five items were submitted to Gallagher s stockholders. The items are described in more detail in Gallagher s definitive proxy statement filed with the Securities and Exchange Commission on March 28, 2011. The final voting results were as set forth below.

Item 1: Election of nine directors to serve for one-year terms until Gallagher s 2012 Annual Meeting of Stockholders:

| Directors                  | For        | Against   | Abstain | Broker Non-Votes |
|----------------------------|------------|-----------|---------|------------------|
| William L. Bax             | 87,474,175 | 692,370   | 28,109  | 13,321,200       |
| Frank E. English, Jr.      | 87,530,194 | 635,741   | 28,719  | 13,321,200       |
| J. Patrick Gallagher, Jr.  | 87,484,988 | 620,004   | 89,662  | 13,321,200       |
| Ilene S. Gordon            | 86,235,079 | 1,930,817 | 28,758  | 13,321,200       |
| Elbert O. Hand             | 86,244,857 | 1,920,978 | 28,819  | 13,321,200       |
| David S. Johnson           | 83,429,902 | 4,736,095 | 28,657  | 13,321,200       |
| Kay W. McCurdy             | 86,330,182 | 1,835,576 | 28,896  | 13,321,200       |
| Norman L. Rosenthal, Ph.D. | 87,532,061 | 633,687   | 28,906  | 13,321,200       |
| James R. Wimmer            | 87,091,184 | 1,074,563 | 28,907  | 13,321,200       |

|  | For        | Against    | Abstain   | Broker Non-Votes |
|--|------------|------------|-----------|------------------|
| <u>Item 2:</u> Approval of the Arthur J. Gallagher & Co. 2011 Long-Term Incentive Plan | 73,066,301 | 12,843,219 | 2,285,134 | 13,321,200       |

|   |            |           |        |   |
|---|------------|-----------|--------|---|
| <u>Item 3:</u> Ratification of Appointment of the Independent Auditor | 99,929,731 | 1,528,213 | 57,910 | 0 |
|---|------------|-----------|--------|---|

|  |            |           |           |            |
|--|------------|-----------|-----------|------------|
| <u>Item 4:</u> Advisory Vote on the Compensation of Gallagher s Named Executive Officers | 80,045,916 | 6,051,310 | 2,097,428 | 13,321,200 |
|--|------------|-----------|-----------|------------|

Item 5: Advisory Vote on the Frequency of a Stockholder Vote on the Compensation of Gallagher s Named Executive Officers

| 1 Year     | 2 Years | 3 Years    | Abstain   | Broker Non-Votes |
|------------|---------|------------|-----------|------------------|
| 58,231,216 | 263,743 | 27,699,204 | 2,000,491 | 13,321,200       |

**Item 7.01. Regulation FD Disclosure.**

The slides containing information presented at the Annual Meeting are furnished as Exhibit 99 to this report. This exhibit may also be accessed at Gallagher's website ([www.ajg.com](http://www.ajg.com)).

**Item 9.01. Financial Statements and Exhibits.**

99 Slides presented at the Annual Meeting.

**SIGNATURES**

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: May 11, 2011

/s/ Walter D. Bay

Walter D. Bay

Vice President, General Counsel and Secretary