

Edgar Filing: MARSH & MCLENNAN COMPANIES, INC. - Form SC TO-C

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This schedule and attached exhibits relate to a proposal to be submitted for the approval of stockholders of Marsh & McLennan Companies, Inc. ("MMC") concerning a stock option exchange program for certain employee optionholders.

MMC has not commenced the exchange offer referred to in the attachments or filed the proxy statement for the 2005 Annual Meeting. When the exchange offer is commenced, MMC will provide eligible optionholders with written materials explaining the precise terms and timing of the exchange offer. The tender offer materials and the proxy statement will contain important information for optionholders and stockholders, respectively, and should be read carefully by them prior to tendering or voting. These written materials and other documents will be filed by MMC with the Securities and Exchange Commission and may be obtained free of charge from the Securities and Exchange Commission's website at www.sec.gov. If necessary, MMC stockholders may obtain a written copy of the proxy statement and eligible MMC optionholders may obtain a written copy of the tender offer statement, when available, by contacting MMC Corporate Development at (212) 345-5475.

Item 12. Exhibits.

- 99.1 Letter to Employees from Michael G. Cherkasky, president and chief executive officer of MMC, regarding approval of a stock option exchange program by the board of directors, subject to stockholder approval.
- 99.2 Excerpt from scripted comments to be used by Michael G. Cherkasky, president and CEO of MMC, in investor conference call on Tuesday, March 1, 2005.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Bart Schwartz

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(Signature)

Bart Schwartz, Deputy General Counsel

(Name & Title)

March 1, 2005

(Date)

INDEX TO EXHIBITS

- 99.1. Letter to Employees (filed herewith)
- 99.2 Excerpt from scripted comments (filed herewith)