

BURNS M MICHELE

Form 4

March 01, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS M MICHELE

2. Issuer Name and Ticker or Trading
Symbol
MARSH & MCLENNAN
COMPANIES, INC. [MMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1166 AVENUE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chairman & CEO, Mercer

(Street)
NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2011		M ⁽¹⁾	60,907 A	\$ 0 102,863	D	
Common Stock	02/26/2011		F ⁽¹⁾	25,857 D	\$ 30.075 77,006	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)	8. Deemed Execution Date, if any (Month/Day/Year)
Restricted Stock Units	(2)	02/26/2011		M ⁽¹⁾	60,907	(3) (3)	Common Stock	60,907

Reporting Owners

Reporting Owner Name / Address	Relationships
BURNS M MICHELE 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Director 10% Owner Officer Chairman & CEO, Mercer

Signatures

/s/ Lucy Fato,
Attorney-in-Fact 03/01/2011

**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).
Vesting and distribution to reporting person of 60,907 shares underlying restricted stock units of which 25,857 shares were withheld by Marsh & McLennan Companies to cover applicable taxes. These 60,907 shares underlying restricted stock units relate to 38,359 restricted stock units that were granted on February 26, 2008 and a number of restricted stock units relating to performance based restricted stock units that were granted on February 26, 2008, as follows: 6,394 restricted stock units for the 2008 performance year, 8,899 restricted stock units for the 2009 performance year and 7,255 restricted stock units for the 2010 performance year.
- (1) stock units that were granted on February 26, 2008 and a number of restricted stock units relating to performance based restricted stock units that were granted on February 26, 2008, as follows: 6,394 restricted stock units for the 2008 performance year, 8,899 restricted stock units for the 2009 performance year and 7,255 restricted stock units for the 2010 performance year.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.