

MARSH & MCLENNAN COMPANIES, INC.

Form 3

October 05, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Bartley Matthew B		(Month/Day/Year)	MARSH & MCLENNAN COMPANIES, INC. [MMC]	
(Last)	(First)	(Middle)	09/25/2006	
1166 AVENUE OF THE AMERICAS			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10036			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Financial Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,133.7217	D	Â
Common Stock - SIP	2,247.239	I	Stock Investment Plan (401(k))

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stk. Units -SISP	Â (1)	Â (1)	Common Stock	2,477.356	\$ (1)	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	2,791	\$ (2)	D	Â
Restricted Stock Units - Bonus Deferral Plan	Â (1)	Â (1)	Common Stock	9,826.119	\$ (1)	D	Â
Stock Options (Right to buy)	07/01/2007	03/19/2013	Common Stock	5,000	\$ 27.86	D	Â
Stock Options (Right to buy)	07/01/2007	01/17/2011	Common Stock	5,715	\$ 27.86	D	Â
Stock Options (Right to buy)	Â (3)	03/16/2014	Common Stock	4,524	\$ 27.86	D	Â
Stock Options (Right to buy)	07/01/2007	03/20/2012	Common Stock	2,778	\$ 27.86	D	Â
Stock Options (Right to buy)	07/01/2007	03/14/2011	Common Stock	3,704	\$ 27.86	D	Â
Stock Options (Right to buy)	Â (4)	03/14/2016	Common Stock	5,000	\$ 30.215	D	Â
Stock Options (Right to buy)	Â (5)	03/15/2015	Common Stock	14,000	\$ 30.505	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bartley Matthew B 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â	Â	Â Chief Financial Officer	Â

## Signatures

Matthew B. Bartley  
10/04/2006

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (5) These options vest in four equal annual installments on March 16th of 2006, 2007, 2008, and 2009. These options become exercisable only if, after they are vested, the price of MMC common stock is at least 15% higher than the exercise price of the options for ten

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consecutive trading days.

These options vest in four equal annual installments on March 15th of 2007, 2008, 2009, and 2010. These options become exercisable

- (4) only if, after they are vested, the price of MMC common stock is at least 15% higher than the exercise price of the options for ten consecutive trading days.
- (2) The security converts to MMC Common Stock on a 1-for-1 basis.
- (3) 3,393 of these options vest on 7/1/2007 and the remaining 1,131 options vest on 3/17/2008.
- (1) 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.

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