

MARSH & MCLENNAN COMPANIES, INC.

Form 4

February 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAPPORT ROBERT J**

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**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/15/2014**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**SVP and Controller**

**NEW YORK, NY 10036**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | Code V Amount (D) Price   |   |  |  |
| Common Stock                    | 02/15/2014                           |  | M <sup>(1)</sup>               | 1,090 A \$ 0  | 34,444.99   | D <sup>(2)</sup>   |  |
| Common Stock                    | 02/15/2014                           |  | F <sup>(1)</sup>               | 464 D \$ 47.48  | 33,980.99   | D  |  |
| Common Stock                    |                                      |  |                                |   | 654.157 <sup>(3)</sup>  | I  | MMC 401(k) Savings & Investment Plan       |

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

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SEC 1474  
(9-02)

**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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Restricted Stock Units                     | (4)  | 02/15/2014                           |  | M <sup>(1)</sup>               | 1,090   | (5)  | (5)             | Common Stock  | 1,090                      |
| Restricted Stk. Units (SSIP)               | (4)  |                                      |  |                                |   | (5)  | (5)             | Common Stock  | 14,811.186                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| RAPPORT ROBERT J<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | SVP and Controller |       |

## Signatures

/s/ Lucy Fato,  
Attorney-in-Fact

02/19/2014

\_\_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).

(1) Vesting and distribution to reporting person of 1,090 shares underlying restricted stock units of which 464 shares were withheld by Marsh & McLennan Companies to cover applicable taxes. These 1,090 shares underlying restricted stock units relate to 3,269 restricted stock units that were granted on February 21, 2011.

(2) Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan and dividend reinvestment shares acquired on August 15, 2013 and November 15, 2013.

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- (3) Reflects additional shares acquired by the Marsh & McLennan Companies 401(k) Savings & Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of year end.
- (4) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (5) Not Applicable.
- (6) Reflects additional shares acquired by the Supplemental Savings & Investment Plan (SSIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of year end.

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.