

MARSH & MCLENNAN COMPANIES, INC.

Form 4

August 12, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Bischoff J. Michael

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)  
NEW YORK, NY 10036  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
08/11/2015  
4. If Amendment, Date Original Filed(Month/Day/Year)

\_\_\_\_ Director  
 Officer (give title below) Chief Financial Officer  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 (A) or (D) Price			
Common Stock	08/11/2015		M	4,286 A \$ 0	24,497.541 (1)	D	
Common Stock	08/11/2015		M	4,688 A \$ 0	29,185.541	D	
Common Stock	08/11/2015		S(2)	6,863 D \$ 58.162	22,322.541	D	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.215	08/11/2015		M	4,286	<sup>(3)</sup> 03/14/2016	Common Stock	4,286
Stock Options (Right to Buy)	\$ 29.6	08/11/2015		M	4,688	<sup>(4)</sup> 02/11/2017	Common Stock	4,688

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bischoff J. Michael 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Chief Financial Officer	

## Signatures

/s/ Tiffany D. Wooley,  
Attorney-in-Fact

08/12/2015

\*\*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) Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan and dividend reinvestment shares acquired on May 15, 2015.

(2) On August 11, 2015, Mr. Bischoff exercised 4,286 options set to expire on March 14, 2016 and 4,688 options set to expire on February 11, 2017. The 6,863 shares that were sold were used to cover the exercise price and related taxes. The remaining 2,111 shares were held by Mr. Bischoff resulting in a net increase in his ownership of MMC common stock.

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(3) These options vested in four equal annual installments on March 15th of 2007, 2008, 2009, and 2010. These options became exercisable on December 4, 2012, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested.

(4) These options vested in four equal annual installments on February 12th of 2008, 2009, 2010, and 2011. These options became exercisable on October 13, 2012, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested.

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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