

MARSH &amp; MCLENNAN COMPANIES, INC.

Form 4

May 20, 2005

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WIJNBERG SANDRA S**

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)  
**05/18/2005**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Sr. Vice Pres./CFO**

(Street)  
**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 Beneficial Ownership (Instr. 4)
Common Stock	03/30/2005		P V	Amount <u>2.8774</u> (1)	(A) or (D) A \$ 30.5278	79,816.0887	D
Common Stock	05/13/2005		P V	<u>3.0642</u> (1)	A \$ 28.823	79,819.1529	D
Common Stock	05/18/2005		A	<u>20,900</u> (2)	A \$ 0 <u>(3)</u>	100,719.1529	D
Common Stock - SIP	03/31/2005		P V	<u>11.1786</u> (4)	A \$ 0 <u>(4)</u>	1,438.3297	I
							Stock Investment Plan (401K)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stk. Units -SISP	(5)	03/31/2005		P	V	24.0094 (6)		(3)	(3)	Common Stock	24.0094
Restricted Stock Units - Bonus Deferral Plan	(5)	03/30/2005		P	V	145.663 (7)		(3)	(3)	Common Stock	145.663
Restricted Stock Units - Bonus Deferral Plan	(5)	05/13/2005		P	V	156.84 (7)		(3)	(3)	Common Stock	156.84

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WIJNBERG SANDRA S 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Sr. Vice Pres./CFO

## Signatures

Leon J. Lichter,  
Attorney-in-Fact 05/20/2005

                    \*\*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).

- (2) Grant of restricted stock pursuant to MMC 2000 Senior Executive Incentive and Stock Award Plan.
- (5) The security converts to MMC Common Stock on a 1-for-1 basis
- (7) Reflects dividends that were acquired on shares held in reporting person's MMC Bonus Award Voluntary Deferral Plan account.
- (6) Reflects additional shares acquired by the Stock Investment Supplemental Plan (SISP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of March 31, 2005.
- (4) Reflects additional shares acquired by the Stock Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of March 31, 2005.
- (1) Reflects shares acquired pursuant to dividend reinvestment at prevailing market prices.
- (3) Not Applicable
- (8) Balance has been reduced by 102.928 units which were reported twice.

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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