

BURNS M MICHELE
Form 4
March 17, 2009

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 *
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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2009

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/15/2009 | | M ⁽¹⁾ | A | \$ 0 | 20,586 | D |
| Common Stock | 03/15/2009 | | M ⁽¹⁾ | A | \$ 0 | 38,086 | D |
| Common Stock | 03/15/2009 | | F ⁽¹⁾ | D | \$ 18.645 | 23,525 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (2) | 02/23/2009 | | A ⁽³⁾ | 6,394 | (5) (5) | Common Stock 6,394 |
| Restricted Stock Units | (2) | 03/13/2009 | | A ⁽⁴⁾ | 16,800 | (5) (5) | Common Stock 16,800 |
| Restricted Stock Units | (2) | 03/15/2009 | | M ⁽¹⁾ | 16,800 | (5) (5) | Common Stock 16,800 |
| Restricted Stock Units | (2) | 03/15/2009 | | M ⁽¹⁾ | 17,500 | (5) (5) | Common Stock 17,500 |

Reporting Owners

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

Signatures

/s/ Lucy Fato,
Attorney-in-Fact 03/17/2009

**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 34,300 shares of restricted stock units of which 14,561 shares were withheld by MMC to cover applicable taxes.
- (2) The security converts to MMC common stock on a 1-for-1 basis.

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- (3) These restricted stock units relate to performance based restricted stock units that were granted on February 26, 2008 for the 2008 performance year. These restricted stock units vest on February 26, 2011.
- (4) These restricted stock units relate to performance based restricted stock units for the performance period 2006-2008, that vested and were distributed on March 15, 2009.
- (5) 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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