

BURNS M MICHELE

Form 4

March 17, 2009

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

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(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

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

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

(Street)
NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/15/2009		M ⁽¹⁾		16,800	A	\$ 0	20,586	D
Common Stock	03/15/2009		M ⁽¹⁾		17,500	A	\$ 0	38,086	D
Common Stock	03/15/2009		F ⁽¹⁾		14,561	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)

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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	<u>(2)</u>	02/23/2009		A ⁽³⁾		6,394		<u>(5)</u>	<u>(5)</u>	Common Stock	6,394
Restricted Stock Units	<u>(2)</u>	03/13/2009		A ⁽⁴⁾		16,800		<u>(5)</u>	<u>(5)</u>	Common Stock	16,800
Restricted Stock Units	<u>(2)</u>	03/15/2009		M ⁽¹⁾			16,800	<u>(5)</u>	<u>(5)</u>	Common Stock	16,800
Restricted Stock Units	<u>(2)</u>	03/15/2009		M ⁽¹⁾			17,500	<u>(5)</u>	<u>(5)</u>	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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