

Nadler David A
Form 4
February 27, 2013

FORM 4

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

OMB APPROVAL

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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 *
Nadler David A

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)
02/25/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman, Office of CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/25/2013 | | M ⁽¹⁾ | 82,458 A \$ 0 | 185,839.2542 <u>(2)</u> | D | |
| Common Stock | 02/25/2013 | | F ⁽¹⁾ | 46,033 D \$ 36.495 | 139,806.2542 | D | |
| Common Stock | | | | | 7.844 <u>(3)</u> | 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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(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 Number Shares |
| Restricted Stock Units | (4) | 02/25/2013 | | A ⁽⁵⁾ | 54,614 | (6) | (6) | Common Stock | 54,6 |
| Restricted Stock Units | (4) | 02/25/2013 | | M ⁽¹⁾ | 82,458 | (6) | (6) | Common Stock | 82,4 |
| Restricted Stk. Units (SSIP) | (4) | | | | | (6) | (6) | Common Stock | 5,867. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nadler David A 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | Vice Chairman, Office of CEO | |

Signatures

/s/ Lucy Fato,
Attorney-in-Fact

02/27/2013

**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).

Vesting and distribution to reporting person of 82,458 shares of restricted stock units of which 46,033 shares were withheld by Marsh & McLennan Companies to cover applicable taxes. These 82,458 shares of restricted stock units relate to 4,588 restricted stock units that

(1) were granted on February 22, 2010; 9,534 restricted stock units that were granted on February 21, 2011; 13,722 restricted stock units that were granted on February 24, 2012; 27,170 performance based restricted stock units that were granted on February 21, 2011; and 27,444 performance based restricted stock units that were granted on February 24, 2012.

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- (2) Includes dividend reinvestment shares acquired on February 15, 2013.
- (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) These restricted stock units relate to performance based restricted stock units of 27,170 and 27,444 for the performance periods 2011-2012 and 2012, respectively.
- (6) Not Applicable.
- (7) 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.