

MARSH & MCLENNAN COMPANIES, INC.

Form 4

August 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**RAPPORT ROBERT J**

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)  
**08/12/2014**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP and Controller**

**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	03/31/2014		G <sup>(1)</sup>	V 6,060 D \$ 0	26,069.034	D	
Common Stock	08/12/2014		M	14,000 A \$ 0	40,097.497 <sup>(2)</sup>	D	
Common Stock	08/12/2014		S	14,000 D \$ 51.3969	26,097.497	D	
Common Stock	08/12/2014		I <sup>(3)</sup>	660.041 D \$ 51.44	0	I	MMC 401(k) Savings & Investment

Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.505	08/12/2014		M	14,000	<sup>(4)</sup> 03/15/2015	Common Stock	14,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAPPORT ROBERT J 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			SVP and Controller	

## Signatures

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

08/14/2014

\_\_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) On March 27, 2012, the reporting person contributed 25,000 shares of MMC common stock to a grantor retained annuity trust for the benefit of himself and his three adult children. The trust terminated on March 27, 2014, and on March 31, 2014, 6,060 of the shares were transferred to the reporting person's children. The remaining 8,407 shares were previously distributed to the reporting person and continue to be reported in this Form 4 as directly owned.

(2)

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Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan and dividend reinvestment shares acquired on May 15, 2014.

The reporting person transferred funds within his account in the MMC 401(k) Savings & Investment Plan from units of the MMC Stock

- (3) Fund representing 660.041 shares of MMC common stock based on the closing price on August 12, 2014 of \$51.44 into other investments. This fund to fund transfer qualifies as an exempt Discretionary Transaction for purposes of Rule 16b-3.

These options vested in four equal annual installments on March 16th of 2006, 2007, 2008, and 2009. These options became exercisable

- (4) on February 14, 2013, 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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