

GALLAGHER ARTHUR J & CO
 Form 4
 September 03, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 HOWELL DOUGLAS K

2. Issuer Name and Ticker or Trading Symbol
 GALLAGHER ARTHUR J & CO [AJG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ARTHUR J. GALLAGHER & CO., TWO PIERCE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
 08/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Financial Officer

(Street)

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

ITASCA, IL 60143

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Securi (Instr.				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Notional Stock Units	\$ 0 ⁽¹⁾	08/29/2013	A		473		⁽²⁾	⁽²⁾	Common Stock	473	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/29/2013	A		1,663		⁽⁴⁾	⁽⁴⁾	Common Stock	1,663	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/29/2013	A		1,184		⁽⁵⁾	⁽⁵⁾	Common Stock	1,184	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/29/2013	A		1,069		⁽⁶⁾	⁽⁶⁾	Common Stock	1,069	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/30/2013	A		1,089		⁽⁶⁾	⁽⁶⁾	Common Stock	1,089	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/30/2013	A		531		⁽²⁾	⁽²⁾	Common Stock	531	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/30/2013	A		1,694		⁽⁴⁾	⁽⁴⁾	Common Stock	1,694	\$ 0
Notional Stock Units	\$ 0 ⁽¹⁾	08/30/2013	A		1,206		⁽⁵⁾	⁽⁵⁾	Common Stock	1,206	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL DOUGLAS K ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143			VP & Chief Financial Officer	

Signatures

/s/ Seth Diehl, by power of
attorney

09/03/2013

__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).
- (1) Each notional stock unit represents a right to receive one share of Gallagher common stock.
 - (2) The notional stock units become payable on July 1, 2018.

The reporting person elected to reallocate amounts previously deferred pursuant to Gallagher's Supplemental Savings and Thrift Plan into
 - (3) the investment option representing Gallagher stock under the plan. As a result, the reporting person is reporting the acquisition of notional stock units.
 - (4) The notional stock units become payable on July 1, 2015.
 - (5) The notional stock units become payable on July 1, 2014.
 - (6) The notional stock units become payable following the reporting person's separation from service with Gallagher.

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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