

MARSH &amp; MCLENNAN COMPANIES, INC.

Form 4

March 02, 2017

**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 \*  
Ledford Laurie

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)  
02/28/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP & Chief HR Officer

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 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	02/28/2017		M <sup>(1)</sup>		10,109	A	\$ 0
							35,402.5441
Common Stock	02/28/2017		F <sup>(1)</sup>		5,346	D	\$ 73.28
							30,056.5441

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)	8. Deemed Execution Date, if any (Instr. 3, 4, and 5)
Restricted Stock Units	(2)	02/28/2017		M <sup>(1)</sup>	10,109	(3) (3)	Common Stock	10,109

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ledford Laurie 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	SVP & Chief HR Officer

## Signatures

/s/ Tiffany D. Wooley,  
Attorney-in-Fact 03/02/2017

\_\_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 10,109 shares underlying restricted stock units of which 5,346 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 10,109 shares underlying restricted stock units relate to 1,563 restricted stock units that were granted on February 24, 2014, 5,626 restricted stock units relating to performance stock units that were granted on February 24, 2014 for the performance period 2014-2016, 1,466 restricted stock units that were granted on February 23, 2015, and 1,454 restricted stock units that were granted on February 22, 2016.
- (1) units that were granted on February 24, 2014, 5,626 restricted stock units relating to performance stock units that were granted on February 24, 2014 for the performance period 2014-2016, 1,466 restricted stock units that were granted on February 23, 2015, and 1,454 restricted stock units that were granted on February 22, 2016.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) 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. 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.