

DUPERRAULT BRIAN
Form 4
November 14, 2012

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

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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 *
DUPERRAULT BRIAN

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)
11/09/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO, MMC

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 or Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/03/2012 | | G | V | 755 | D | \$ 0 |
| Common Stock | 05/23/2012 | | G | V | 3,855 | D | \$ 0 |
| Common Stock | 06/01/2012 | | G | V | 3,000 | D | \$ 0 |
| Common Stock | 11/09/2012 | | M | | 480,392 | A | \$ 0 |
| Common Stock | 11/09/2012 | | S | | 480,392 | D | \$ 34.2118 |
| | | | | | | | 124,880 |
| | | | | | | | 121,025 |
| | | | | | | | 118,025 |
| | | | | | | | 598,417 |
| | | | | | | | 118,025 |

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| | | | | | | | |
|--------------|------------|-----|---------|---|------------|---------|---|
| Common Stock | 11/12/2012 | M | 100,000 | A | \$ 0 | 218,025 | D |
| Common Stock | 11/12/2012 | S | 100,000 | D | \$ 34.0636 | 118,025 | D |
| Common Stock | 11/14/2012 | G V | 4,348 | D | \$ 0 | 113,677 | D |

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.

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 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 |
| Stock Options (Right to Buy) | \$ 19.045 | 11/09/2012 | | M | 480,392 | <u>(1)</u> 02/22/2019 | Common Stock | 480,392 | |
| Stock Options (Right to Buy) | \$ 19.045 | 11/12/2012 | | M | 100,000 | <u>(1)</u> 02/22/2019 | Common Stock | 100,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUPERRAULT BRIAN 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | X | | President and CEO, MMC | |

Signatures

/s/ Lucy Fato,
Attorney-in-Fact

11/14/2012

**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).

These options were granted on February 23, 2009 and vest in four equal annual installments beginning on the first anniversary of the
(1) grant date. The first three installments vested and became exercisable on February 23, 2010, February 23, 2011 and February 23, 2012.
The remaining installment vests on February 23, 2013.

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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