

GALLAGHER ARTHUR J & CO

Form 4

December 12, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAND ELBERT O

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)
12/10/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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 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	12/10/2012		M		300	A	\$ 21.28	22,626	D	
Common Stock	12/10/2012		M		2,200	A	\$ 25.29	24,826	D	
Common Stock	12/10/2012		M		5,900	A	\$ 30.58	30,726	D	
Common Stock	12/10/2012		M		5,900	A	\$ 27.1	36,626	D	
Common Stock	12/10/2012		S		14,300	D	\$ 36.06	22,326	D	

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					(1)		
Common Stock	12/11/2012	M	9,075	A	\$ 21.28	31,401	D
Common Stock	12/11/2012	M	7,175	A	\$ 25.29	38,576	D
Common Stock	12/11/2012	M	19,100	A	\$ 30.58	57,676	D
Common Stock	12/11/2012	M	19,100	A	\$ 27.1	76,776	D
Common Stock	12/11/2012	S	46,450	D	\$ 35.94	30,326	D
Common Stock (restricted)						2,500	D
(3)							

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Option	\$ 21.28	12/10/2012		M	300	(4) 05/12/2016	Common Stock 300
Non-qualified Stock Option	\$ 25.29	12/10/2012		M	2,200	(4) 05/11/2017	Common Stock 2,200
Non-qualified Stock Option	\$ 30.58	12/10/2012		M	5,900	(5) 05/17/2014	Common Stock 5,900
Non-qualified Stock Option	\$ 27.1	12/10/2012		M	5,900	(5) 05/16/2015	Common Stock 5,900

Non-qualified Stock Option	\$ 21.28	12/11/2012	M	9,075	<u>(4)</u>	05/12/2016	Common Stock	9,075
Non-qualified Stock Option	\$ 25.29	12/11/2012	M	7,175	<u>(4)</u>	05/11/2017	Common Stock	7,175
Non-qualified Stock Option	\$ 30.58	12/11/2012	M	19,100	<u>(5)</u>	05/17/2014	Common Stock	19,100
Non-qualified Stock Option	\$ 27.1	12/11/2012	M	19,100	<u>(5)</u>	05/16/2015	Common Stock	19,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAND ELBERT O ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143	X			

Signatures

/s/ April Hanes-Dowd, by power of attorney 12/12/2012

__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).

The price reported is an average weighted price. The shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.11.

(1) The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is an average weighted price. The shares were sold in multiple transactions at prices ranging from \$35.90 to \$36.06.

(2) The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Restricted stock unit award vesting one year after the date of grant.

(4) The stock option becomes exercisable one year after the grant date.

(5) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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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