

GALLAGHER ARTHUR J & CO
 Form 4
 December 05, 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 *
 GALLAGHER J PATRICK JR

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/03/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

ITASCA, IL 60143

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/13/2013 | | G | V 2,500 D \$ 0 | 102,748 | I | By Spouse (1) |
| Common Stock | 11/14/2013 | | G | V 3,500 A \$ 0 | 192,472 | I | By Trust (2) |
| Common Stock | 11/14/2013 | | G | V 3,500 D \$ 0 | 99,248 | I | By Spouse (1) |
| Common Stock | 11/14/2013 | | G | V 1,000 D \$ 0 | 98,248 | I | By Spouse (1) |
| Common Stock | 12/03/2013 | | J(3) | 324 A \$ 0 | 72,871.332 | D | |

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| | | | | | | | | |
|---------------------------|------------|------------------|-----|---|------|---------|---|----------------------|
| Common Stock | 12/03/2013 | J ⁽³⁾ | 531 | A | \$ 0 | 98,779 | I | By Spouse (1) |
| Common Stock | 12/03/2013 | J ⁽³⁾ | 427 | A | \$ 0 | 427 | I | By Irrevocable Trust |
| Common Stock | | | | | | 150,000 | I | By Corporation |
| Common Stock | | | | | | 236,417 | I | Age 62 Plan (4) |
| Common Stock (restricted) | | | | | | 27,740 | D | |

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 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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Notional Stock Units | \$ 0 ⁽⁵⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 52,548 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLAGHER J PATRICK JR ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE | X | | President & CEO | |

ITASCA, IL 60143

Signatures

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

12/05/2013

__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) Shares held in revocable trust of which my spouse is sole Trustee and as to which I disclaim beneficial ownership.
- (2) Held in trust for benefit of children.
- (3) Pro rata distribution from JPG Family Limited Partnership, of which the reporting person is a non-managing limited partner.

The Age 62 Plan is a nonqualified deferred compensation plan of the Company. Under the plan, awards that are deemed invested in Company common stock must be settled in shares of Company common stock and are disclosed on this report. Participants do not vest in awards until they attain age 62, and do not have investment or voting control with respect to the investment vehicles in which their awards are deemed invested.

- (5) Each notional stock unit represents a right to receive one share of Gallagher common stock.
- (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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