

MARSH & MCLENNAN COMPANIES, INC.
 Form 4
 May 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Beshar Peter J

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)
 05/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and General Counsel

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/31/2016		G	V 1,735 D \$ 0	134,218	D	
Common Stock	05/12/2016		M ⁽¹⁾	35,157 A \$ 0	169,375	D	
Common Stock	05/12/2016		M ⁽¹⁾	75,000 A \$ 0	244,375	D	
Common Stock	05/12/2016		S ⁽¹⁾	110,157 D \$ 64.1496	134,218	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 29.6	05/12/2016		M ⁽¹⁾	35,157	⁽²⁾ 02/11/2017	Common Stock	35,157
Stock Options (Right to Buy)	\$ 26.07	05/12/2016		M ⁽¹⁾	75,000	⁽³⁾ 02/25/2018	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Beshar Peter J
1166 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

EVP and General Counsel

Signatures

/s/ Carey S. Roberts,
Attorney-in-Fact

05/13/2016

 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) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

These options were granted on February 12, 2007 and vested in four annual installments on February 12th of 2008, 2009, 2010 and 2011.

(2) These options became exercisable on October 13, 2012, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested.

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- (3) These options were granted on February 26, 2008 and vested in four equal annual installments on February 26th of 2009, 2010, 2011 and 2012. The first three installments of these options became exercisable on July 13, 2011, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested. The final installment of these options became exercisable on March 10, 2012, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested.

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.