

MARSH & MCLENNAN COMPANIES INC

Form 4

March 24, 2003

**FORM 4**

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

OMB APPROVAL

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**

OMB Number: 3235-0287  
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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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>GREENBERG, JEFFREY W.</b> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>MARSH &amp; MCLENNAN COMPANIES, INC.</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
1166 AVENUE OF THE AMERICAS (Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>03-20-2003</b>			
NEW YORK, NY 10036-2774 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
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 & 5)			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	03-20-2003		A	208,500 <sup>(1)</sup>	A		D	
COMMON						3,940.5548 <sup>(3)</sup>	I	STOCK INVESTMENT PLAN (401K)

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security
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		Year)	(D)		Date	Expira- tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
			(Instr. 3, 4 & 5)	(A) (D)							
			Code	V							
EMPLOYEE STOCK OPTION	42.99	03-20-2003	A		125,000	03-20-04	03-20-13	COMMON	125,000		D
EMPLOYEE STOCK OPTION	42.99	03-20-2003	A		125,000	03-20-05	03-20-13	COMMON	125,000		D
EMPLOYEE STOCK OPTION	42.99	03-20-2003	A		125,000	03-20-06	03-20-13	COMMON	125,000		D
EMPLOYEE STOCK OPTION	42.99	03-20-2003	A		125,000	03-20-07	03-20-13	COMMON	125,000	2,710,000	D
SISP RS UNITS										14,708.5495 <sup>(4)</sup>	D
RESTRICTED STOCK UNITS										98,808 <sup>(5)</sup>	D

Explanation of Responses:

(1) Represents a Restricted Stock Award.

(2) Includes 356,800 shares of Restricted Stock. Also, reflects a reconciliation of accounts between Restricted Stock and Restricted Stock Units.

(3) Reflects additional shares acquired by the Stock Investment Plan Trustee at prevailing market prices and information reported herein is based on a Plan Statement as of December 31, 2002.

(4) Reflects additional shares acquired by the Stock Investment Supplemental Plan (SISP) Custodian at prevailing market prices and information reported herein is based on a Plan Statement as of December 31, 2002.

(5) Reflects a reconciliation of accounts between Restricted Stock and Restricted Stock Units.

By: /s/ **WILLIAM J. WHITE**  
Attorney-in-fact

**03-24-2003**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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