

GALLAGHER ARTHUR J & CO

Form 3

February 01, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Ziebell William F

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/25/2017

3. Issuer Name **and** Ticker or Trading Symbol

GALLAGHER ARTHUR J & CO [AJG]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

2 PIERCE PLACE

(Street)

(Check all applicable)

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

VICE PRESIDENT

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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,110

D

A

Common Stock (restricted) ⁽¹⁾

6,800

D

A

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (2)	Â (2)	Common Stock	35,367	\$ (3)	D	Â
Non-qualified Stock Option	Â (4)(5)	03/05/2018	Common Stock	1,864	\$ 23.76	D	Â
Non-qualified Stock Option	Â (5)(6)	03/08/2018	Common Stock	5,900	\$ 30.95	D	Â
Non-qualified Stock Option	Â (7)(8)	03/16/2019	Common Stock	8,900	\$ 35.71	D	Â
Non-qualified Stock Option	Â (8)(9)	03/13/2020	Common Stock	12,500	\$ 39.17	D	Â
Non-qualified Stock Option	Â (8)(10)	03/12/2021	Common Stock	12,200	\$ 46.87	D	Â
Non-qualified Stock Option	Â (8)(11)	03/11/2022	Common Stock	10,200	\$ 46.17	D	Â
Non-qualified Stock Option	Â (8)(12)	03/17/2023	Common Stock	13,200	\$ 43.71	D	Â
Notional Stock Units	Â (13)	Â (13)	Common Stock	3,300	\$ (14)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ziebell William F 2 PIERCE PLACE ITASCA, IL 60143	Â	Â	Â VICE PRESIDENT	Â

Signatures

/s/ Seth Diehl, by power of attorney 02/01/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of four tranches of restricted stock units: 1,950, 1,450, 1,500 and 1,900 granted on 3/13/2013, 3/12/2014, 3/11/2015 and 3/17/2016, respectively. The 2013 and 2014 grants cliff vest on the fourth anniversary of the grant date and the 2015 and 2016 grants cliff vest on the fifth anniversary of the grant date.

(2) These shares represent awards under the Age 62 Plan, a nonqualified deferred compensation plan of the Company, which have been deemed invested in Company common stock at the election of the reporting person. Participants vest in these awards when they attain age 62, or after a one-year period for participants who have attained age 61.

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- (3) Each share of phantom stock represents a right to receive one share of Gallagher common stock.
- (4) Granted on 3/5/2008.
- (5) The stock option becomes exercisable 20% each year on the anniversary of the grant date.
- (6) Granted 3/8/2011.
- (7) Granted 3/16/2012.
- (8) One-third of this stock option becomes exerciseable on each of the 3rd, 4th, and 5th anniversaries of the grant date.
- (9) Granted 3/13/2013.
- (10) Granted 3/12/2014.
- (11) Granted 3/11/2015.
- (12) Granted 3/17/2016.
- (13) The notional stock units become payable following the reporting person's separation from service with Gallagher.
- (14) Each notional stock unit represents a right to receive one share of Gallagher common stock.

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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