

WICKES GENE H

Form 3

January 04, 2010

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

OMB APPROVAL

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**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 \*

WICKES GENE H

(Last) (First) (Middle)

875 THIRD AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/04/2010

3. Issuer Name and Ticker or Trading Symbol  
Towers Watson & Co. [TW]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Benefits Segment (Head)

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. 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)

Class A Common Stock

64,527

D

W

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

SEC 1473 (7-02)

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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)

Date Exercisable Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Option- Right to Buy	01/01/2010 <sup>(1)</sup>	09/09/2016	Class A Common Stock	10,908	\$ 42.47	D	Â
Deferred Stock Unit	01/15/2010 <sup>(2)</sup>	01/15/2010 <sup>(2)</sup>	Class A Common Stock	21,677	\$ 0 <sup>(2)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WICKES GENE H 875 THIRD AVENUE NEW YORK, NY 10022	Â	Â	Â Benefits Segment (Head)	Â

## Signatures

/s/Karl Chen, attorney-in-fact for Mr. Wickes 01/04/2010

\_\_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).

As a result of the closing under the Agreement and Plan of Merger entered into between (among others) Towers, Perrin, Forster &

(1) Crosby, Inc. and Watson Wyatt Worldwide, Inc. (Watson Wyatt), these options to buy Class A common stock of the Issuer were issued and exchanged on a one-for-one basis for vested Watson Wyatt options with the same exercise price.

These include deferred stock units that were assumed by the Issuer upon consummation of the merger and that were issued under the

(2) Watson Wyatt fiscal 2009 SBI Program upon consummation of the Merger, all of which will be settled in shares of Class A common stock of the Issuer on a one-for-one basis.

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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