

MARSH & MCLENNAN COMPANIES, INC.
 Form 4
 February 08, 2017

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

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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 *
 Zaffino Peter

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman, RIS and CEO, Marsh

(Street)
 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 | (A) or (D) | Price |
| Common Stock | 02/06/2017 | | M ⁽¹⁾ | | 59,485 | A | \$ 0 |
| Common Stock | 02/06/2017 | | M ⁽¹⁾ | | 51,715 | A | \$ 0 |
| Common Stock | 02/06/2017 | | S ⁽¹⁾ | | 111,200 | D | \$ 70.256 |
| Common Stock | 02/07/2017 | | M ⁽¹⁾ | | 2,901 | A | \$ 0 |
| Common Stock | 02/07/2017 | | M ⁽¹⁾ | | 3,476 | A | \$ 0 |
| | | | | | | | 210,221 ⁽²⁾ |
| | | | | | | | 261,936 |
| | | | | | | | 150,736 |
| | | | | | | | 153,637 |
| | | | | | | | 157,113 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-----------|---|--------------------------------------|
| Common Stock | 02/07/2017 | S ⁽¹⁾ | 6,377 | D | \$ 70.048 | 150,736 | D | |
| Common Stock | | | | | | 19,079 | I | By Family Trust |
| Common Stock | | | | | | 1,209.292 | I | MMC 401(k) Savings & Investment Plan |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 30.595 | 02/06/2017 | | M ⁽¹⁾ | 59,485 | ⁽³⁾ 02/20/2021 | Common Stock | 59,485 |
| Stock Options (Right to Buy) | \$ 31.885 | 02/06/2017 | | M ⁽¹⁾ | 51,715 | ⁽⁴⁾ 02/23/2022 | Common Stock | 51,715 |
| Stock Options (Right to Buy) | \$ 30.595 | 02/07/2017 | | M ⁽¹⁾ | 2,901 | ⁽³⁾ 02/20/2021 | Common Stock | 2,901 |
| Stock Options (Right to Buy) | \$ 31.885 | 02/07/2017 | | M ⁽¹⁾ | 3,476 | ⁽⁴⁾ 02/23/2022 | Common Stock | 3,476 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zaffino Peter 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | Chairman, RIS and CEO, Marsh | |

Signatures

/s/ Tiffany D. Wooley,
Attorney-in-Fact

02/08/2017

__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.
- (2) Reflects additional shares acquired by the Marsh & McLennan Companies 401(k) Savings & Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of year end.
- (3) These options were granted on February 21, 2011 and vested in four equal annual installments on February 21st of 2012, 2013, 2014 and 2015.
- (4) These options were granted on February 24, 2012 and vested in four equal annual installments on February 24th of 2013, 2014, 2015, and 2016.

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.