

MARSH & MCLENNAN COMPANIES, INC.

Form 4

February 08, 2017

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 *
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
(Street)

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

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

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 Beneficial 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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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.