

MARSH & MCLENNAN COMPANIES, INC.
 Form 4
 May 17, 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 *
 Ledford Laurie

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)
 05/16/2017

____ Director
 Officer (give title below) SVP & Chief HR Officer
 ____ 10% Owner
 ____ Other (specify below)

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 | 05/16/2017 | | M | | 7,500 | A | \$ 0 |
| Common Stock | 05/16/2017 | | M | | 22,046 | A | \$ 0 |
| Common Stock | 05/16/2017 | | M | | 34,938 | A | \$ 0 |
| Common Stock | 05/16/2017 | | M | | 64,517 | A | \$ 0 |
| Common Stock | 05/16/2017 | | M | | 12,418 | A | \$ 0 |

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| | | | | | | | |
|--------------|------------|---|---------|---|-----------|--------------|---|
| Common Stock | 05/16/2017 | M | 11,245 | A | \$ 0 | 189,583.5441 | D |
| Common Stock | 05/16/2017 | S | 184,305 | D | \$ 74.027 | 5,278.5441 | D |

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

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(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) | \$ 57.325 | 05/16/2017 | | M | 7,500 | <u>(2)</u> 02/21/2026 | Common Stock | 7,500 |
| Stock Options (Right to Buy) | \$ 56.84 | 05/16/2017 | | M | 22,046 | <u>(3)</u> 02/22/2025 | Common Stock | 22,046 |
| Stock Options (Right to Buy) | \$ 48 | 05/16/2017 | | M | 34,938 | <u>(4)</u> 02/23/2024 | Common Stock | 34,938 |
| Stock Options (Right to Buy) | \$ 36.495 | 05/16/2017 | | M | 64,517 | <u>(5)</u> 02/24/2023 | Common Stock | 64,517 |
| Stock Options (Right to Buy) | \$ 31.885 | 05/16/2017 | | M | 12,418 | <u>(6)</u> 02/23/2022 | Common Stock | 12,418 |
| Stock Options | \$ 30.595 | 05/16/2017 | | M | 11,245 | <u>(7)</u> 02/20/2021 | Common Stock | 11,245 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ledford Laurie 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | SVP & Chief HR Officer | |

Signatures

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

05/17/2017

__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) The reporting person's original Form 3 filed on April 12, 2012, inadvertently misstated the number of shares of MMC common stock held by the reporting person. This filing amends that error.
 - (2) These options were granted on February 22, 2016 and vest in four equal annual installments. The first installment vested and became exercisable on February 22, 2017. The remaining installments vest on February 22nd of 2018, 2019 and 2020.
 - (3) These options were granted on February 23, 2015 and vest in four equal annual installments. The first two installments vested and became exercisable on February 23rd of 2016 and 2017. The remaining installments vest on February 23rd of 2018 and 2019.
 - (4) These options were granted on February 24, 2014 and vest in four equal annual installments. The first three installments vested and became exercisable on February 24th of 2015, 2016 and 2017. The remaining installment vests on February 24, 2018.
 - (5) These options were granted on February 25, 2013 and vested in four equal annual installments on February 25th of 2014, 2015, 2016 and 2017.
 - (6) These options were granted on February 24, 2012 and vested in four equal annual installments on February 24th of 2013, 2014, 2015 and 2016.
 - (7) These options were granted on February 21, 2011 and vested in four equal annual installments on February 21st of 2012, 2013, 2014 and 2015.

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.