MCGIVNEY MARK C

Form 4 March 02, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGIVNEY MARK C

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

MARSH & MCLENNAN COMPANIES, INC. [MMC] 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2018

Director 10% Owner Other (specify X_ Officer (give title

below) Chief Financial Officer

1166 AVENUE OF THE **AMERICAS**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	02/28/2018		M(1)	9,829	A	\$0	38,494	D	
Common Stock	02/28/2018		F(1)	4,816	D	\$ 84.87	33,678	D	

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)	4. Transac Code (Instr. 8	((5. Number on 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. P Der Sec (Ins
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	02/28/2018	M <u>(1)</u>		Ģ	9,829	(3)	(3)	Common Stock	9,829	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCGIVNEY MARK C 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036

Chief Financial Officer

Signatures

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

03/02/2018

**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).

Vesting and distribution to reporting person of 9,829 shares underlying restricted stock units of which 4,816 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 9,829 shares underlying restricted stock units relate to 2,053 restricted stock units

- (1) that were granted on February 23, 2015, 3,603 restricted stock units relating to performance stock units that were granted on February 23, 2015 for the performance period 2015-2017, 2,181 restricted stock units that were granted on February 22, 2016 and 1,992 restricted stock units that were granted on February 22, 2017.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) Not Applicable.

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