

BONSIGNORE FRANCIS N
Form 4
May 13, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BONSIGNORE FRANCIS N

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)
05/11/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

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 | 03/30/2005 | | P | V <u>262.6773</u> ⁽¹⁾ A \$ <u>25.772</u> ⁽¹⁾ | 179,329.0504 | D | |
| Common Stock | 03/30/2005 | | P | V <u>78.5589</u> ⁽²⁾ A \$ 30.5278 | 179,407.6093 | D | |
| Common Stock | 05/11/2005 | | M | 45,000 A \$ 13.0938 | 224,407.6093 | D | |
| Common Stock | 05/11/2005 | | S | 33,877 D \$ 29.0841 | 190,530.6093 | D | |
| Common Stock | 05/11/2005 | | F | 11,123 D \$ 29.33 | 179,407.6093 | D | |

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Common Stock 03/31/2005

P V 672.4769⁽³⁾ A \$ 0 ⁽³⁾ 16,091.1252 I

By Stock Investment Plan 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stk. Units -SISP | <u>(4)</u> | 03/31/2005 | | P | V | 1,007.2536 | <u>(5)</u> | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Stock Options (Right to buy) | \$ 13.0938 | 05/11/2005 | | M | | 45,000 | | <u>(7)</u> | 05/15/2005 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BONSIGNORE FRANCIS N
1166 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Senior Vice President

Signatures

Francis N.
Bonsignore 05/12/2005

**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) Reflects shares acquired under the MMC Employee Stock Purchase Plan (the "Plan") at a 15% discount pursuant to the terms of the Plan.

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- (7) These options vested in four equal annual installments on May 16th of 1996, 1997, 1998 and 1999.
- (4) The security converts to MMC Common Stock on a 1-for-1 basis
- (5) Reflects additional shares acquired by the Stock Investment Supplemental Plan (SISP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of March 31, 2005.
- (3) Reflects additional shares acquired by the Stock Investment Plan (SIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of March 31, 2005.
- (2) Reflects shares acquired pursuant to dividend reinvestment at prevailing market prices.
- (6) Not Applicable

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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