

HALEY JOHN J  
Form 3  
January 04, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â HALEY JOHN J                            |         | (Month/Day/Year)                     | Towers Watson & Co. [TW]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/04/2010                           |  |  |
| 875 THIRD AVENUE                          |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>CEO and Chair of the Board |  |
| NEW YORK,Â NYÂ 10022                      |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 100,541  | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                               |                           |                           | Shares                     | (I)<br>(Instr. 5) |                     |   |   |
|-------------------------------|---------------------------|---------------------------|----------------------------|-------------------|---------------------|---|---|
| Deferred Stock Unit           | 01/15/2010 <sup>(1)</sup> | 01/15/2010 <sup>(1)</sup> | Class A<br>Common<br>Stock | 240,425.07        | \$ 0 <sup>(1)</sup> | D | Â |
| Stock Option- Right<br>to Buy | 01/01/2010 <sup>(2)</sup> | 09/09/2016                | Class A<br>Common<br>Stock | 55,530            | \$ 42.47            | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| HALEY JOHN J<br>875 THIRD AVENUE<br>NEW YORK, NY 10022 | Â X           | Â         | Â CEO and Chair of the Board | Â     |

## Signatures

/s/Karl Chen, attorney-in-fact for Mr.  
Haley

01/04/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These include deferred stock units that were assumed by the Issuer upon consummation of the merger and that were issued under the

(1) Watson Wyatt fiscal 2009 SBI Program upon consummation of the Merger, all of which will be settled in shares of Class A common stock of the Issuer on a one-for-one basis.

As a result of the closing under the Agreement and Plan of Merger by and between (among others) Towers, Perrin, Forster & Crosby, Inc.

(2) and Watson Wyatt Worldwide, Inc., these options to buy Class A common stock of the Issuer were issued and exchanged on a one-for-one basis for vested Watson Wyatt options with the same exercise price.

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.