

McDonald Scott  
Form 4  
March 04, 2019

**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 \*  
McDonald Scott

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)  
02/28/2019

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President and CEO of OWG

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)
Common Stock	02/28/2019		M <sup>(1)</sup>	V Amount (A) or (D) Price	10,420 A \$ 0 35,071.9288 <sub>(2)</sub>	D	
Common Stock	02/28/2019		F <sup>(1)</sup>	V Amount (A) or (D) Price	4,899 D \$ 92.49 30,172.9288	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)	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
Restricted Stock Units	(3)	02/28/2019		M <sup>(1)</sup>	10,420	(4) (4)	Common Stock	10,420

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Scott 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			President and CEO of OWG	

## Signatures

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

03/04/2019

\_\_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 10,420 shares underlying restricted stock units of which 4,899 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 10,420 shares underlying restricted stock units relate to 1,818 restricted stock units that were granted on February 22, 2016, 5,289 restricted stock units relating to performance stock units that were granted on February 22, 2016 for the performance period 2016-2018, 1,708 restricted stock units that were granted on February 22, 2017 and 1,605 restricted stock units that were granted on February 21, 2018.
- (1) units that were granted on February 22, 2016, 5,289 restricted stock units relating to performance stock units that were granted on February 22, 2016 for the performance period 2016-2018, 1,708 restricted stock units that were granted on February 22, 2017 and 1,605 restricted stock units that were granted on February 21, 2018.
  - (2) Includes dividend reinvestment shares acquired on February 15, 2019.
  - (3) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
  - (4) Not Applicable.

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