MARSH & MCLENNAN COMPANIES, INC.

Form 4

August 14, 2014

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RAPPORT ROBERT J			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) 1166 AVENUI AMERICAS	(First) E OF THE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2014	Director 10% Owner Other (specify below) SVP and Controller		
(Street) NEW YORK, NY 10036			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 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. Securitie onDisposed o (Instr. 3, 4	f (D)	uired (A) or	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	03/31/2014		G(1) V		D	\$ 0	26,069.034	D		
Common Stock	08/12/2014		M	14,000	A	\$ 0	40,097.497 (2)	D		
Common Stock	08/12/2014		S	14,000	D	\$ 51.3969	26,097.497	D		
Common Stock	08/12/2014		<u>I(3)</u>	660.041	D	\$ 51.44	0	I	MMC 401(k) Savings &	

Investment

Plan

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.505	08/12/2014		M	14,000	<u>(4)</u>	03/15/2015	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAPPORT ROBERT J 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036

SVP and Controller

Signatures

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

08/14/2014

**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).

On March 27, 2012, the reporting person contributed 25,000 shares of MMC common stock to a grantor retained annuity trust for the benefit of himself and his three adult children. The trust terminated on March 27, 2014, and on March 31, 2014, 6,060 of the shares were transferred to the reporting person's children. The remaining 8,407 shares were previously distributed to the reporting person and continue to be reported in this Form 4 as directly owned.

(2)

Reporting Owners 2

Edgar Filing: MARSH & MCLENNAN COMPANIES, INC. - Form 4

Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan and dividend reinvestment shares acquired on May 15, 2014.

- The reporting person transferred funds within his account in the MMC 401(k) Savings & Investment Plan from units of the MMC Stock (3) Fund representing 660.041 shares of MMC common stock based on the closing price on August 12, 2014 of \$51.44 into other investments. This fund to fund transfer qualifies as an exempt Discretionary Transaction for purposes of Rule 16b-3.
- These options vested in four equal annual installments on March 16th of 2006, 2007, 2008, and 2009. These options became exercisable on February 14, 2013, when the closing price of Marsh & McLennan Companies common stock had been at least 15% higher than the exercise price of the options for ten consecutive trading days after the options had vested.

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.