

GALLAGHER ARTHUR J & CO
 Form 3
 February 01, 2017

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 and Ticker or Trading Symbol	
Ziebell William F		(Month/Day/Year)	GALLAGHER ARTHUR J & CO [AJG]	
(Last)	(First)	(Middle)	01/25/2017	
2 PIERCE PLACE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ITASCA, IL 60143			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VICE PRESIDENT	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,110	D	^
Common Stock (restricted) ⁽¹⁾	6,800	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (2)	Â (2)	Common Stock	35,367	\$ (3)	D	Â
Non-qualified Stock Option	Â (4)(5)	03/05/2018	Common Stock	1,864	\$ 23.76	D	Â
Non-qualified Stock Option	Â (5)(6)	03/08/2018	Common Stock	5,900	\$ 30.95	D	Â
Non-qualified Stock Option	Â (7)(8)	03/16/2019	Common Stock	8,900	\$ 35.71	D	Â
Non-qualified Stock Option	Â (8)(9)	03/13/2020	Common Stock	12,500	\$ 39.17	D	Â
Non-qualified Stock Option	Â (8)(10)	03/12/2021	Common Stock	12,200	\$ 46.87	D	Â
Non-qualified Stock Option	Â (8)(11)	03/11/2022	Common Stock	10,200	\$ 46.17	D	Â
Non-qualified Stock Option	Â (8)(12)	03/17/2023	Common Stock	13,200	\$ 43.71	D	Â
Notional Stock Units	Â (13)	Â (13)	Common Stock	3,300	\$ (14)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ziebell William F 2 PIERCE PLACE ITASCA, IL 60143	Â	Â	Â VICE PRESIDENT	Â

Signatures

/s/ Seth Diehl, by power of attorney
02/01/2017

**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).
- (1) Consists of four tranches of restricted stock units: 1,950, 1,450, 1,500 and 1,900 granted on 3/13/2013, 3/12/2014, 3/11/2015 and 3/17/2016, respectively. The 2013 and 2014 grants cliff vest on the fourth anniversary of the grant date and the 2015 and 2016 grants cliff vest on the fifth anniversary of the grant date.
- (2) These shares represent awards under the Age 62 Plan, a nonqualified deferred compensation plan of the Company, which have been deemed invested in Company common stock at the election of the reporting person. Participants vest in these awards when they attain age 62, or after a one-year period for participants who have attained age 61.

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- (3) Each share of phantom stock represents a right to receive one share of Gallagher common stock.
- (4) Granted on 3/5/2008.
- (5) The stock option becomes exercisable 20% each year on the anniversary of the grant date.
- (6) Granted 3/8/2011.
- (7) Granted 3/16/2012.
- (8) One-third of this stock option becomes exercisable on each of the 3rd, 4th, and 5th anniversaries of the grant date.
- (9) Granted 3/13/2013.
- (10) Granted 3/12/2014.
- (11) Granted 3/11/2015.
- (12) Granted 3/17/2016.
- (13) The notional stock units become payable following the reporting person's separation from service with Gallagher.
- (14) Each notional stock unit represents a right to receive one share of Gallagher common stock.

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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