

BROOKER T KIMBALL

Form 4

May 14, 2009

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKER T KIMBALL

2. Issuer Name **and** Ticker or Trading
Symbol
GALLAGHER ARTHUR J & CO
[AJG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**ARTHUR J. GALLAGHER &
CO., TWO PIERCE PLACE**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ITASCA, IL 60143

(City) (State) (Zip)

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

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. 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	05/13/2009		J	1,360 A	<u>(1)</u> 161,400	D	
Common Stock (restricted)	05/12/2009		A	1,762 A	<u>(2)</u> 9,722	D	
Common Stock (restricted)	05/13/2009		J	1,360 D	<u>(1)</u> 8,362	D	
Common Stock					15,000	I	by Corporation

(3)

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

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(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 Amount Underlying Security (Instr. 3 and 4)	8. Amount Owned or Controlled by the Registrant (Instr. 3)
				Code	V	(A)	(D)	
Non-Qualified Stock Option (right to buy)	\$ 21.28	05/12/2009		A	9,375	(4)	05/12/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.5					(5)	06/20/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.79					05/21/2004(5)	05/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.11					(5)	05/21/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.1					(5)	05/16/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.58					(5)	05/17/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.86					(5)	05/13/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKER T KIMBALL ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143		X		

Signatures

By: Kerry S. Abbott For: T. Kimball
Brooker
05/14/2009

__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) Vesting of restricted stock which continues to be held as common stock
- (2) Restricted stock award vesting in one year.
- (3) The shares are held by a corporation owned by members of the Reporting Person's immediate family and of which the Reporting Person is President and a director. The Reporting Person disclaims beneficial ownership of the shares.
- (4) The stock option becomes exercisable one year after the grant date.
- (5) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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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