

MARSH & MCLENNAN COMPANIES, INC.

Form 3

July 10, 2006

**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 \*  
 Drzik John  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 07/01/2006

3. Issuer Name and Ticker or Trading Symbol  
 MARSH & MCLENNAN COMPANIES, INC. [MMC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O MERCER OLIVER  
 WYMAN, 99 PARK AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 Chairman, Mercer Mgt Consult.

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 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) |
|------------------------------------|--|---|--|
| Common Stock                       | 16,400 <sup>(1)</sup>                                    | 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<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)<br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                              | Date Exercisable | Expiration Date |              | Amount or Number of Shares |           | or Indirect (I) (Instr. 5) |   |
|------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Restricted Stock Units       | Â (2)            | Â (2)           | Common Stock | 5,834                      | \$ (2)    | D                          | Â |
| Stock Options (Right to buy) | Â (3)            | 03/16/2014      | Common Stock | 14,287                     | \$ 27.86  | D                          | Â |
| Stock Options (Right to buy) | Â (4)            | 03/14/2016      | Common Stock | 45,000                     | \$ 30.215 | D                          | Â |
| Stock Options (Right to buy) | Â (5)            | 03/15/2015      | Common Stock | 55,000                     | \$ 30.505 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Drzik John<br>C/O MERCER OLIVER WYMAN<br>99 PARK AVENUE<br>NEW YORK, NY 10016 | Â             | Â         | Â Chairman, Mercer Mgt Consult. | Â     |

## Signatures

John Drzik 07/07/2006

\*\*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).
- (3) 10,715 of these options become exercisable on 7/1/2007 and the remaining 3,572 of these options become exercisable on March 17, 2008.
- (1) Represents shares of restricted stock.  
These options vest in four equal annual installments on March 15th of 2006, 2007, 2008, and 2009. These options become exercisable only if, after they are vested, the price of MMC common stock is at least 15% higher than the exercise price of the options for ten consecutive trading days.
- (5) These options vest in four equal annual installments on March 16th of 2007, 2008, 2009, and 2010. These options become exercisable only if, after they are vested, the price of MMC common stock is at least 15% higher than the exercise price of the options for ten consecutive trading days.
- (2) Not Applicable

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.