

Nadler David A  
 Form 4  
 September 27, 2012

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

OMB APPROVAL

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**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 \*  
 Nadler David A

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)  
 09/25/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Chairman, Office of CEO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	09/25/2012		M	3,691 A \$ 34.2211	109,995.4722 (1)	D	
Common Stock	09/25/2012		S	3,691 D \$ 34.2211	106,304.4722	D	
Common Stock	09/25/2012		M	11,071 A \$ 34.2211	117,375.4722	D	
Common Stock	09/25/2012		S	11,071 D \$ 34.2211	106,304.4722	D	
Common Stock	09/25/2012		M	35,000 A \$ 34.2211	141,304.4722	D	

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Common Stock	09/25/2012	S	35,000	D	\$ 34.2211	106,304.4722	D
Common Stock	09/25/2012	M	94,697	A	\$ 34.2211	201,001.4722	D
Common Stock	09/25/2012	S	94,697	D	\$ 34.2211	106,304.4722	D
Common Stock	09/25/2012	M	122,550	A	\$ 34.2211	228,854.4722	D
Common Stock	09/25/2012	S	122,550	D	\$ 34.2211	106,304.4722	D
Common Stock	09/25/2012	M	425	A	\$ 34.2211	106,729.4722	D
Common Stock	09/25/2012	S	425	D	\$ 34.2211	106,304.4722	D

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Options (Right to Buy)	\$ 27.86	09/25/2012		M	3,691	03/17/2008 03/16/2014	Common Stock 3,691
Stock Options (Right to Buy)	\$ 27.86	09/25/2012		M	11,071	07/01/2007 03/16/2014	Common Stock 11,071
Stock Options (Right to Buy)	\$ 27.86	09/25/2012		M	35,000	07/01/2007 03/19/2013	Common Stock 35,000

Stock Options (Right to Buy)	\$ 26.07	09/25/2012	M	94,697	(2)	02/25/2018	Common Stock	94,697
Stock Options (Right to Buy)	\$ 19.045	09/25/2012	M	122,550	(3)	02/22/2019	Common Stock	122,550
Stock Options (Right to Buy)	\$ 22.705	09/25/2012	M	425	(4)	02/21/2020	Common Stock	425

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nadler David A 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Vice Chairman, Office of CEO	

## Signatures

/s/ Lucy Fato, 09/27/2012  
Attorney-in-Fact

\_\_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) Includes dividend reinvestment shares acquired on May 15, 2012 and August 15, 2012.  
These options were granted on February 26, 2008 and vested in four equal installments on February 26th of 2009, 2010, 2011 and 2012.
- (2) These options become exercisable only if, after they are vested, the price of Marsh & McLennan Companies common stock is at least 15% higher than the exercise price of the options for ten consecutive trading days.  
These options were granted on February 23, 2009 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first three installments vested and became exercisable on February 23, 2010, February 23, 2011 and February 23, 2012. The remaining installment vests on February 23, 2013.
- (3) These options were granted on February 23, 2009 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first three installments vested and became exercisable on February 23, 2010, February 23, 2011 and February 23, 2012. The remaining installment vests on February 23, 2013.
- (4) These options were granted on February 22, 2010 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first two installments vested and became exercisable on February 22, 2011 and February 22, 2012. The second two installments vest on February 22, 2013 and February 22, 2014.

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.