

Zeller Wilhelm
Form 4
January 03, 2013

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 *
Zeller Wilhelm

(Last) (First) (Middle)
875 THIRD AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Towers Watson & Co. [TW]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 01/03/2013 | | F | | 151.79 (1) | D | \$ 57.02 |
| Class A Common Stock | 01/03/2013 | | M | | 27.48 | A | \$ 0 |
| | | | | | | | 9,251.63 |
| | | | | | | | 9,411.19 |

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Unit Dividend | \$ 0 | 01/03/2013 | | A ⁽²⁾ | 19.71 | 08/08/1988 08/08/1988 | Class A Common Stock 19.7 |
| Restricted Stock Unit Dividend | \$ 0 | 01/03/2013 | | M ⁽³⁾ | 27.48 | 08/08/1988 08/08/1988 | Class A Common Stock 27.4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Zeller Wilhelm 875 THIRD AVENUE NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Neil Falis, attorney-in-fact for Mr. Zeller 01/03/2013

__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) The transaction reflects the share amount and date such shares were deemed withheld to satisfy statutory tax withholdings due in the country in which the director resides.

(2) Represents dividends accrued from initial RSUs that were constituted as an initial grant to the directors, and represents dividends accrued on RSUs granted to the directors as part of their annual grant under the Towers Watson & Co. Compensation Plan for Non-Employee Directors (the "Plan").. The dividends on the initial grant vest in equal annual installments on January 1, 2011, January 1, 2012 and January 1, 2013.

(3) Represents dividends accrued that have now vested, in connection with the initial grant of RSUs to the directors under the Plan (dividends on which vest in equal annual installments on January 1, 2011, January 1, 2012 and January 1, 2013; and dividends accrued on the record date that have now vested, in connection with the annual grant of RSUs to the directors under the Plan. Mr. Zeller has elected to defer the receipt of 22.36 shares granted in connection with the initial 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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