

MARSH & MCLENNAN COMPANIES, INC.  
Form DEFR14A  
March 30, 2007

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

MARSH & McLENNAN COMPANIES, INC.

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(Name of Registrant as Specified In Its Charter)  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount previously paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**EXPLANATORY NOTE**

On March 29, 2007, an incomplete version of the definitive proxy statement of Marsh & McLennan Companies, Inc. (MMC) was inadvertently filed by MMC's financial printer. This Amendment No. 1 includes, in its entirety, MMC's notice of meeting and proxy statement which will be mailed to MMC's stockholders in connection with MMC's 2007 annual meeting of stockholders.

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Dear MMC Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Marsh & McLennan Companies, Inc. The meeting will be held at 10:00 a.m. on Thursday, May 17, 2007 in the second floor auditorium at 1221 Avenue of the Americas, New York, New York.

In addition to addressing the matters described in this proxy statement, we will use the meeting as an opportunity to report on MMC's recent activities. You will be able to ask questions, and to meet your company's directors and senior executives.

Whether or not you plan to attend the annual meeting, your vote is important and we urge you to participate in electing directors and deciding the other matters described in this proxy statement. We explain the way to vote in this proxy statement.

Very truly yours,  
MICHAEL G. CHERKASKY  
*President & Chief Executive Officer*

April 2, 2007

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**MARSH & MCLENNAN COMPANIES, INC.**  
**1166 Avenue of the Americas**  
**New York, New York 10036-2774**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**AND**  
**PROXY STATEMENT**

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**Time:** 10:00 a.m. Local Time

**Date:** May 17, 2007

**Place:** Second Floor Auditorium  
1221 Avenue of the Americas  
New York, New York

**Purpose:**

1. To elect two persons to serve as Class III directors, each for a three-year term;
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm;
3. To vote on an amendment to the Marsh & McLennan Companies Stock Purchase Plan for International Employees;
4. To vote on one stockholder proposal; and
5. To conduct any other business that may properly come before the meeting.

This notice and proxy statement is being mailed to stockholders on or about April 2, 2007. These materials describe the matters being voted on at the annual meeting and contain certain other information. In addition, these materials are accompanied by a copy of MMC's 2006 Annual Report, which includes financial statements as of and for the fiscal year ended December 31, 2006. In these materials we refer to Marsh & McLennan Companies, Inc. as "MMC," "we" and "our."

Only stockholders of record on March 20, 2007 may vote, in person or by proxy, at the annual meeting. If you plan to attend the meeting in person, you will need proof of record or beneficial ownership of MMC common stock as of that date in order to enter the meeting.

**Your vote is important. If you received this proxy statement by regular mail, you may cast your vote by mail, by telephone or over the Internet by following the instructions on the enclosed proxy card. If you received this proxy statement in an e-mail message, you may cast your vote by telephone or over the Internet by following the instructions in the e-mail message.**

LUCIANA FATO  
*Corporate Secretary*

April 2, 2007

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## TABLE OF CONTENTS

|   |          |
|---|----------|
| <b>Information about our Annual Meeting and Solicitation of Proxies</b> | <b>1</b> |
| Who can vote?   | 1        |
| Who can attend the annual meeting?                                      | 1        |

|   |           |
|---|-----------|
| Can I vote my shares in person at the annual meeting?   | 1         |
| How can I vote my shares without attending the annual meeting?  | 1         |
| How do proxies work?  | 2         |
| Can I revoke my proxy?  | 2         |
| What are the voting requirements to elect the directors and to approve each of the proposals discussed in this proxy statement? | 2         |
| Could additional matters be decided at the annual meeting?  | 3         |
| Who conducts the annual meeting?  | 3         |
| Who will count the vote at the annual meeting?  | 3         |
| How may I obtain an electronic copy of the proxy statement and annual report?   | 3         |
| What is "householding"?   | 4         |
| How may I obtain another set of proxy materials?  | 4         |
| Who will bear the cost of this proxy solicitation?  | 4         |
| <b>Corporate Governance</b>   | <b>5</b>  |
| Recent Developments   | 5         |
| Guidelines for Corporate Governance   | 5         |
| Director Independence   | 6         |
| Codes of Conduct  | 6         |
| Review of Related Person Transactions   | 7         |
| Communicating Concerns to Directors   | 8         |
| <b>Board of Directors and Committees</b>  | <b>9</b>  |
| Board Composition, Leadership and Size  | 9         |
| Director Qualifications and Nomination Process  | 9         |
| Stockholder Recommendations for Director Candidates   | 9         |
| Director Election Voting Standard   | 10        |
| Attendance  | 10        |
| Tenure  | 11        |
| Committees  | 11        |
| Director Compensation   | 13        |
| <b>Item 1: Election of Directors</b>  | <b>16</b> |
| Nominees for Election as Directors for a Three-Year Term Expiring in 2010   | 16        |
| Directors Continuing in Office (Term Expiring in 2008)  | 17        |
| Directors Continuing in Office (Term Expiring in 2009)  | 18        |
| <b>Stock Ownership of Management and Certain Beneficial Owners</b>  | <b>20</b> |
| <b>Compensation of Executive Officers</b>   |           |