Edgar Filing: Towers Watson & Co. - Form 4

| | tson & Co. | | | | | | | | | | |
|---|--------------------------------|--------------|---------------------------------|--|------------------------|--------|--|---|---|--|--|
| Form 4 | 10 2012 | | | | | | | | | | |
| FORI | ЛЛ | STATES | SFCU | RITIFS | AND FY | сн | ANGE C | OMMISSION | | APPROVAL | |
| | UNITED | STATES | | ashingto | | | | 011111001011 | OMB Number: | 3235-0287 | |
| | Check this box if no longer | | | | | | | Expires: | January 31, | | |
| subject to STATEMENT OF CHANG Section 16. Form 4 or | | | | | N BENEI RITIES | FICI | AL OWN | NERSHIP OF | Estimated burden ho response. | urs per | |
| Form 5 obligati may co <i>See</i> Inst 1(b). | ions Section 17 | (a) of the H | Public I | Utility Ho | olding Co | mpa | • | e Act of 1934, 1935 or Section 0 | n | | |
| (Print or Type | e Responses) | | | | | | | | | | |
| HALEY JOHN J S | | | | er Name a s Watson | | | ding | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | (Chec | ek an applicable) | | |
| | | | | (Month/Day/Year) 12/06/2013 | | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) CEO and Chair of the Board | | | |
| | (Street) | | | nendment, l onth/Day/Ye | - | al | | 6. Individual or Jo Applicable Line) _X_ Form filed by C | One Reporting I | Person | |
| NEW YOI | RK, NY 10022 | | | | | | | Form filed by M Person | fore than One I | Reporting | |
| (City) | (State) | (Zip) | Ta | ble I - Non | -Derivativ | e Seci | urities Acqu | uired, Disposed of | , or Beneficia | ally Owned | |
| 1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.(Instr. 3)0.00000000000000000000000000000000000 | | | Code (Instr. 8) | 4. Securiti nor Dispose (Instr. 3, 4 Amount | ed of | | 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) | | |
| Class A Common Stock | 12/06/2013 | | | S | 88,090 (<u>1</u>) | D | \$ 119.841 | 0 | I | John J. Haley Irrevocable Trust (2012) | |
| Class A Common Stock | | | | | | | | 63,534 | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: Towers Watson & Co. - Form 4

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------------------|---------------------|--------------------|-----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | | Expiration D | | Amoun | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | 2 | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (instr |
| | | | | | (insu: 5, 4, and 5) | | | | | | |
| | | | | | +, and <i>J</i>) | | | | | | |
| | | | | | | | | 1 | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | (| or | | |
| | | | | | | | | | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Coue v | (A) (D) | | | | Shares | | |
| | | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|------------|----------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| HALEY JOHN J 875 THIRD AVENUE NEW YORK, NY 10022 | Х | | CEO and Chair of the Board | | | | | |
| Signatures | | | | | | | | |
| Neil Falis, attorney-in-fact for Haley | Mr. | 12/10/2013 | | | | | | |
| **Signature of Reporting Person | | Dat | e | | | | | |

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).
- This transaction was executed in multiple trades at prices ranging from \$119.360 to \$120.310. The price reported above reflects the
 (1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.