

GALLAGHER ARTHUR J & CO

Form 4

August 13, 2008

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GALLAGHER J PATRICK JR

2. Issuer Name **and** Ticker or Trading Symbol
GALLAGHER ARTHUR J & CO
[AJG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ARTHUR J. GALLAGHER &
CO., TWO PIERCE PLACE

3. Date of Earliest Transaction
 (Month/Day/Year)
08/11/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

(Street)
ITASCA, IL 60143

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 Ownership (Instr. 4)
Common Stock	08/12/2008		M	V Amount (A) or (D) Price \$ 9.25	12,000 A \$ 9.25	161,578	D
Common Stock	08/12/2008		S	V Amount (A) or (D) Price \$ 26.4061	12,000 D \$ 26.4061	149,578	D
Common Stock	06/12/2008		G	V 300 D \$ 0	300 D \$ 0	99,789	I by Spouse (1)
Common Stock	08/11/2008		J(2)	2,376 A \$ 25.8597	2,376 A \$ 25.8597	176,426	I by Trust
Common Stock					150,000	I	by Corporation

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Common Stock	96,490	I	by Trust 2
Common Stock (restricted)	7,699	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 An Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 9.25	08/12/2008		M	12,000	(3) 08/30/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.5					(3) 06/20/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.7					(3) 07/21/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.76					(4) 03/05/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.9					01/01/2004(3) 07/16/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.5					(3) 07/19/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.03					(3) 05/15/2016	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 27.1	(3)	05/16/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 27.25	(3)	07/20/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.65	(4)	05/15/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.42	(3)	07/21/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.28	01/01/2005(3)	03/31/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER J PATRICK JR ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143	X		President & CEO	

Signatures

J. Patrick
Gallagher, Jr. 08/13/2008

__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) Shares held in revocable trust of which my spouse is sole Trustee and as to which I disclaim beneficial ownership.
- (2) Dividend reinvestment pursuant to the Arthur J. Gallagher & Co. Deferred Equity Participation Plan.
- (3) The stock option becomes exercisable 10% each year, commencing January 1 after the date of grant.
- (4) The stock option becomes exercisable 20% each year on the anniversary of the grant date.

Remarks:

The directly owned common stock holdings reflected in Table I of this form include shares purchased through Arthur J. Gallag

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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