

CBIALLAVETTA MATHIS  
 Form 4  
 February 14, 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 \*  
 CBIALLAVETTA MATHIS

2. Issuer Name and Ticker or Trading Symbol  
 MARSH & MCLENNAN COMPANIES, INC. [MMC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice Chairman, Office of CEO

(Last) (First) (Middle)  
 1166 AVENUE OF THE AMERICAS  
 (Street)  
 NEW YORK, NY 10036  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2008  
 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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 02/12/2008                           |  | M                              | 2,815 (1) A \$ 0  | 219,182.8055 (2)  | D  |  |
| Common Stock                    | 02/12/2008                           |  | F                              | 406 (1) D \$ 25.755   | 218,776.8055 (2)  | D  |  |
| Common Stock - SIP              |                                      |  |                                |   | 324.301 (3)   | I  | Stock Investment Plan (401K)               |

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)<br>(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   |
| Restricted Stk. Units -SISP                  | (4)  | 12/31/2007                           |  | J(5)                           | V  | 173.863 |  | (6) | (6)   | Common Stock    | 173.863 |
| Restricted Stock Units                       | (4)  | 02/12/2008                           |  | M                              |  | 2,815   |  | (6) | (6)   | Common Stock    | 2,815   |
| Restricted Stock Units - Bonus Deferral Plan | (4)  | 02/15/2007                           |  | J(7)                           | V  | 20.776  |  | (6) | (6)   | Common Stock    | 20.776  |
| Restricted Stock Units - Bonus Deferral Plan | (4)  | 05/15/2007                           |  | J(7)                           | V  | 20.313  |  | (6) | (6)   | Common Stock    | 20.313  |
| Restricted Stock Units - Bonus Deferral Plan | (4)  | 08/15/2007                           |  | J(7)                           | V  | 24.494  |  | (6) | (6)   | Common Stock    | 24.494  |
| Restricted Stock Units - Bonus Deferral Plan | (4)  | 11/15/2007                           |  | J(7)                           | V  | 25.533  |  | (6) | (6)   | Common Stock    | 25.533  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| CABIALLAVETTA MATHIS<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | Vice Chairman, Office of CEO |       |

## Signatures

Scott Budlong,  
Attorney-in-Fact

02/14/2008

\_\_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) Vesting and distribution to reporting person of 2,815 shares of restricted stock units of which 406 shares were withheld by MMC to cover applicable taxes.
- (2) Includes shares acquired under the MMC Employee Stock Purchase Plan and shares acquired under the MMC dividend reinvestment plan as of year end.
- (4) The security converts to MMC Common Stock on a 1-for-1 basis.
- (7) Dividend proceeds credited to the reporting person's account at prevailing market prices.
- (3) Information reported herein is based on reporting person's Plan balance on December 31, 2007.
- (5) Shares acquired by the Supplemental Savings & Investment Plan (SSIP) Custodian at prevailing market prices. Information reported herein is based on reporting person's Plan Statement as of December 31, 2007.
- (6) Not Applicable

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.