

HALEY JOHN J
Form 4
January 20, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALEY JOHN J

(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)
01/15/2010

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)

CEO and Chair of the Board

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 Beneficial Ownership (Instr. 4)
Class A Common Stock	01/15/2010		M ⁽¹⁾	240,425.07	A \$ 0 ⁽¹⁾	340,966.07	D
Class A Common Stock	01/15/2010		D ⁽²⁾	14,819.07	D \$ 47.97 ⁽²⁾	326,147	D
Class A Common Stock	01/15/2010		F ⁽³⁾	82,496	D \$ 47.97 ⁽³⁾	243,651	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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Deferred Stock Unit	\$ 0 <u>(1)</u>	01/15/2010		M		240,425.07		01/15/2010	01/15/2010	Class A Common Stock	240

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HALEY JOHN J 875 THIRD AVENUE NEW YORK, NY 10022	X CEO and Chair of the Board

Signatures

/s/Karl Chen, attorney-in-fact for Mr.
Haley 01/20/2010

 **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) Pursuant to the terms of the applicable plans, these deferred stock units are being settled on a one-for-one basis in shares of Class A common stock of the Issuer (except with respect to 14,819.07 deferred stock units that are required to be settled in cash) as a result of the consummation of the merger under the Agreement and Plan of Merger by and among (among others) Towers, Perrin, Forster & Crosby, Inc., Watson Wyatt Worldwide, Inc., and the Issuer.

(2) This represents deferred stock units that were settled in cash, pursuant to the terms of the applicable plan. The transaction price is based upon the closing price of the Issuer's stock on the effective date of the transaction.

(3) This represents shares that were withheld by the Issuer to satisfy withholding tax requirements upon settlement of the deferred stock units, pursuant to the terms of the applicable plans. The transaction price is based upon the closing price of the Issuer's stock on the effective date of the transaction.

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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