

Glaser Daniel S
Form 4
March 02, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Glaser Daniel S

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1166 AVENUE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

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

(Street)
NEW YORK, NY 10036

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	V Amount Price		
Common Stock	02/28/2018		M ⁽¹⁾	88,726 A	\$ 0 367,517.9999	D	
Common Stock	02/28/2018		F ⁽¹⁾	47,222 D	\$ 84.87 320,295.9999	D	

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

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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	8. Deemed Execution Date (Instr. 3 and 4)
Restricted Stock Units	(2)	02/28/2018		M ⁽¹⁾	88,726	(3) (3)	Common Stock	88,726

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glaser Daniel S 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		President and CEO, MMC	

Signatures

/s/ Tiffany D. Wooley,
Attorney-in-Fact

03/02/2018

__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).

- Vesting and distribution to reporting person of 88,726 shares underlying restricted stock units of which 47,222 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 88,726 shares underlying restricted stock units relate to 13,928 restricted stock units that were granted on February 23, 2015, 48,888 restricted stock units relating to performance stock units that were granted on February 23, 2015 for the performance period 2015-2017, 13,956 restricted stock units that were granted on February 22, 2016 and 11,954 restricted stock units that were granted on February 22, 2017.
- (1) units that were granted on February 23, 2015, 48,888 restricted stock units relating to performance stock units that were granted on February 23, 2015 for the performance period 2015-2017, 13,956 restricted stock units that were granted on February 22, 2016 and 11,954 restricted stock units that were granted on February 22, 2017.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) 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.

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