Glaser Daniel S Form 4 February 21, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Glaser Daniel S

(Zip)

MARSH & MCLENNAN COMPANIES, INC. [MMC]

(Last) (First) (Middle)

1166 AVENUE OF THE **AMERICAS**

(Street)

(State)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2019

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner Other (specify X_ Officer (give title below)

President and CEO, MMC

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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)

NEW YORK, NY 10036

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s)

or (Instr. 3 and 4) Price Amount (D)

Common 02/05/2019 Stock

V 290 G

D \$0 171,282.9999 D

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

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

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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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Right to Buy)	\$ 90.785	02/19/2019		A	322,488	<u>(2)</u>	02/18/2029	Common Stock	322,48
Restricted Stock Units	(3)	02/19/2019		A(4)	31,669	(5)	<u>(5)</u>	Common Stock	31,669
Restricted Stock Units	<u>(3)</u>	02/19/2019		A(6)	30,847	(5)	(5)	Common Stock	30,847

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
02/21/2019

**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).
- Since the date of the Reporting Person's last ownership report, the Reporting Person transferred 107,219 shares of Issuer's common stock, 5,553 restricted stock units and employee stock options to purchase 1,244,589 shares of Issuer's common stock to his former spouse pursuant to a domestic relations order. The reporting person disclaims beneficial ownership, and no longer reports as beneficially owned, any securities owned by his former spouse.
- These options were granted on February 19, 2019 and vest in four equal annual installments on February 19th of 2020, 2021, 2022 and 2023.
- (3) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (4) These restricted stock units vest in three equal annual installments on February 28th of 2020, 2021 and 2022.
- (5) Not Applicable.

(6)

Reporting Owners 2

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These restricted stock units relate to performance stock units that were granted on February 22, 2016 for the performance period 2016-2018. The performance factor for these performance stock units was determined on February 19, 2019.

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.