

MARSH & MCLENNAN COMPANIES INC

Form 4

October 27, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG JEFFREY W

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)
10/25/2004

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/25/2004		M		300,000	A	\$ 14.4791
							1,044,104.8509 (1) (2)
Common Stock	10/25/2004		M		120,000	A	\$ 15.8437
							1,164,104.8509 (1) (2)
Common Stock	10/25/2004		M		120,000	A	\$ 20.6354
							1,284,104.8509 (1) (2)
Common Stock							4,391.1011
							I

Stock
Investment
Plan
(401K)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 14.4791	10/25/2004		M	300,000	<u>(3)</u> 10/03/2005	Common Stock 300,000
Stock Options (Right to buy)	\$ 15.8437	10/25/2004		M	120,000	<u>(5)</u> 03/20/2006	Common Stock 120,000
Stock Options (Right to buy)	\$ 20.6354	10/25/2004		M	120,000	<u>(6)</u> 03/19/2007	Common Stock 120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG JEFFREY W 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Chairman and CEO	

Signatures

William J. White,
Attorney-in-Fact
10/27/2004
____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).

(5) These options vested in four equal annual installments on March 21st of 1997, 1998, 1999 and 2000.

(3) These options vested in four equal annual installments on October 4th of 1996, 1997, 1998 and 1999.

(6) These options vested in four equal annual installments on March 20th of 1998, 1999, 2000 and 2001.

(1) Includes 636,600 shares of MMC Restricted Stock.

(4) Not Applicable

(2) Includes 48.9785 shares acquired under the dividend reinvestment feature of the Marsh & McLennan Companies Employee Stock Purchase Plan at prevailing market prices.

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