

Ledford Laurie
Form 4
February 21, 2019

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 *
Ledford Laurie

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)
02/19/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & Chief HR Officer

(Street)

NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (D) Price			

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 90.785	02/19/2019	A		28,043		<u>(1)</u>	02/18/2029	Common Stock	28,043
Restricted Stock Units	<u>(2)</u>	02/19/2019	A <u>(3)</u>		2,754		<u>(4)</u>	<u>(4)</u>	Common Stock	2,754
Restricted Stock Units	<u>(2)</u>	02/19/2019	A <u>(5)</u>		4,232		<u>(4)</u>	<u>(4)</u>	Common Stock	4,232
Restricted Stk. Units (SSIP)	<u>(2)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	1,092.34

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ledford Laurie 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			SVP & Chief HR Officer	

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).
- (1) These options were granted on February 19, 2019 and vest in four equal annual installments on February 19th of 2020, 2021, 2022 and 2023.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) These restricted stock units vest in three equal annual installments on February 28th of 2020, 2021 and 2022.
- (4) Not Applicable.
- (5) 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.

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- (6) Reflects additional stock units 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 year end.

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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