

Beshar Peter J
Form 4
March 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beshar Peter J

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)
02/28/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP and General Counsel

(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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	02/28/2019		M ⁽¹⁾	17,610	A \$ 0	312,792	D
Common Stock	02/28/2019		F ⁽¹⁾	8,625	D \$ 92.49	304,167	D

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

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information contained in this form are not
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(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 (Month/Day/Year)
Restricted Stock Units	(2)	02/28/2019		M ⁽¹⁾	17,610	(3) (3)	Common Stock	17,610

Reporting Owners

Reporting Owner Name / Address	Relationships
Beshar Peter J 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Director 10% Owner Officer Other EVP and General Counsel

Signatures

/s/ Tiffany D. Wooley,
Attorney-in-Fact 03/04/2019

__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).
- Vesting and distribution to reporting person of 17,610 shares underlying restricted stock units of which 8,625 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 17,610 shares underlying restricted stock units relate to 3,271 restricted stock units that were granted on February 22, 2016, 9,519 restricted stock units relating to performance stock units that were granted on February 22, 2016 for the performance period 2016-2018, 2,562 restricted stock units that were granted on February 22, 2017 and 2,258 restricted stock units that were granted on February 21, 2018.
- (1) units that were granted on February 22, 2016, 9,519 restricted stock units relating to performance stock units that were granted on February 22, 2016 for the performance period 2016-2018, 2,562 restricted stock units that were granted on February 22, 2017 and 2,258 restricted stock units that were granted on February 21, 2018.
- (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. 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.