

MARSH & MCLENNAN COMPANIES, INC.
Form DEFA14A
April 13, 2005

United States
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant |
Filed by a Party other than the Registrant | |

Check the appropriate box:

- | | Preliminary Proxy Statement
 | | Confidential, For Use of the Commission Only
(as permitted by Rule 14a-6(e) (2))
 | | Definitive Proxy Statement
 | | Definitive Additional Materials
 | X | Soliciting Material Under Rule 14a-12

Marsh & McLennan Companies, Inc.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- | X | No fee required.
 | | Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and
0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee
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| | Fee paid previously with Preliminary Materials:

| | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

Attached hereto is a letter to employees from Michael A. Petrullo, senior vice president and chief administrative officer of Marsh & McLennan Companies, Inc. ("MMC") relating to a proposal to be considered by stockholders of MMC at the 2005 Annual Meeting of Stockholders to be held on May 19, 2005 (the "2005 Annual Meeting"). The proposal concerns amendments to certain employee stock benefit plans that would permit MMC to make an offer to its employee optionholders (other than it's most senior executive officers) to tender certain outstanding stock options in exchange for stock options to purchase a lesser number of shares of MMC common stock.

MMC has not commenced the exchange offer referred to in this communication. When the exchange offer is commenced, MMC will provide eligible optionholders with written materials explaining the terms and conditions and timing of the exchange offer. The tender offer materials and the proxy statement for the 2005 Annual Meeting will contain important information for optionholders and stockholders, respectively, and should be read carefully by them prior to tendering or voting. The proxy statement has been filed by MMC with the Securities and Exchange Commission. The tender offer materials will be filed by MMC with the Securities and Exchange Commission. These written materials and other documents may be obtained free of charge from the Securities and Exchange Commission's website at www.sec.gov.

MMC stockholders may obtain a written copy of the proxy statement and eligible MMC optionholders may obtain free of charge a written copy of the tender offer statement, when available, by contacting MMC Corporate Development at (212) 345-5475.

Attachment:

(1) Letter to Employees from Michael A. Petrullo, senior vice president and chief administrative officer of MMC.

Michael A. Petruzzo

[GRAPHIC OMITTED]

Marsh & McLennan Companies, Inc.
1166 Avenue of the Americas
New York, New York 10036
212 345 1436 Fax 212 345 1978
Michael.Petrullo@MMC.com
www.mmc.com

April 13, 2005

To All MMC Optionholders:

On March 1, 2005, MMC announced its proposal to offer a stock option exchange program for certain outstanding options held by active employees. The proposal is described in detail in the 2005 MMC Proxy Statement. In short, options that are 25% or more "underwater" will be eligible for exchange. Pending shareholder approval at the 2005 Annual Meeting, which is being held on May 19, we anticipate communicating the specifics of the offer to those active employees holding eligible options within a few days of the meeting. Holders of eligible options will receive specific information on the exchange process, the exchange timeframe, the tax implications of the exchange, the options eligible for the exchange and the exchange ratios. If your options do not qualify for the exchange, you will not receive this information. In any case, no action is required on your part at this time.

The intent of the proposed exchange is to ensure that outstanding stock options serve as motivation and retention tools to employees whom the Company and its shareholders rely upon to move the Company forward. We believe a stock option exchange program to replace eligible options on a value-for-value basis is in the interests of optionholders, shareholders and our Company.

To recap, some key points about the stock option exchange proposal are as follows:

- o MMC's most senior executive officers are excluded from the exchange program.
- o Only stock options underwater by 25% or more would be eligible for the exchange program. (For example, options with an exercise price of \$46.14 will be eligible for exchange if the market price of MMC stock is \$34.605 or less at the selected date.)
- o Exchange ratios would be set with the intention that optionholders receive new stock options that have a value that is equal to 90% of the value of the exchanged stock options.
- o The exercise price of new options will be equal to the fair market value of MMC common stock at the time of the exchange.

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Thank you for your continuing contributions to our Company's success.

Michael A. Petrullo
Senior Vice President & Chief Administrative Officer
Marsh & McLennan Companies, Inc.

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