

MARSH & MCLENNAN COMPANIES, INC.  
 Form 4  
 February 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAPPORT ROBERT 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  
 (Street)  
 NEW YORK, NY 10036  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2008  
 4. If Amendment, Date Original Filed(Month/Day/Year)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President and Controller  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. 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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	02/12/2008		M		423 <sup>(1)</sup> A \$ 0	D	
Common Stock	02/12/2008		F		180 <sup>(1)</sup> D \$ 25.755	D	
Common Stock					553.605 <sup>(3)</sup>	I	Stock Investment Plan (401K)

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stk. Units -SISP	(4)	12/31/2007		J(5)	V 333.28	(6)	(6)	Common Stock	333.28
Restricted Stock Units	(4)	02/12/2008		M	423	(6)	(6)	Common Stock	423
Restricted Stock Units - Bonus Deferral Plan	(4)	02/15/2007		J(7)	V 77.327	(6)	(6)	Common Stock	77.327
Restricted Stock Units - Bonus Deferral Plan	(4)	05/15/2007		J(7)	V 75.605	(6)	(6)	Common Stock	75.605
Restricted Stock Units - Bonus Deferral Plan	(4)	08/15/2007		J(7)	V 91.164	(6)	(6)	Common Stock	91.164
Restricted Stock Units - Bonus Deferral Plan	(4)	11/15/2007		J(7)	V 95.032	(6)	(6)	Common Stock	95.032

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAPPORT ROBERT J 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			Vice President and Controller	

## Signatures

Leon J. Lichter,  
Attorney-in-Fact

02/14/2008

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).
- (2) Includes shares acquired under the MMC Employee Stock Purchase Plan and shares acquired under the MMC dividend reinvestment plan as of year end.
- (4) The security converts to MMC Common Stock on a 1-for-1 basis.
- (7) Dividend proceeds credited to the reporting person's account at prevailing market prices.
- (3) Information reported herein is based on reporting person's Plan balance on December 31, 2007.
- (5) Shares 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 December 31, 2007.
- (6) Not Applicable
- (1) Vesting and distribution to reporting person of 423 shares of restricted stock units of which 180 shares were withheld by MMC to cover applicable taxes.

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.