

MARSH & MCLENNAN COMPANIES INC

Form 4

March 24, 2003

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ 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

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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
GREENBERG, JEFFREY W.			MARSH & MCLENNAN COMPANIES, INC.				<input checked="" type="checkbox"/> Director _ 10%			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year 03-20-2003			
1166 AVENUE OF THE AMERICAS										
(Street)			5. If Amendment, Date of Original (Month/Day/Year)				7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _ Form filed by More than One Reporting Person			
NEW YORK, NY 10036-2774										
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON	03-20-2003		A		208,500⁽¹⁾	A	473,484⁽²⁾	D		
COMMON							3,940.5548⁽³⁾	I	STOCK INVESTMENT PLAN (401K)	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security
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			Year)	(D)								Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares		
EMPLOYEE STOCK OPTION	42.99	03-20-2003		A		125,000		03-20-04	03-20-13	COMMON	125,000		D
EMPLOYEE STOCK OPTION	42.99	03-20-2003		A		125,000		03-20-05	03-20-13	COMMON	125,000		D
EMPLOYEE STOCK OPTION	42.99	03-20-2003		A		125,000		03-20-06	03-20-13	COMMON	125,000		D
EMPLOYEE STOCK OPTION	42.99	03-20-2003		A		125,000		03-20-07	03-20-13	COMMON	125,000	2,710,000	D
SISP RS UNITS												14,708.5495 ⁽⁴⁾	D
RESTRICTED STOCK UNITS												98,808 ⁽⁵⁾	D

Explanation of Responses:

(1) Represents a Restricted Stock Award.

(2) Includes 356,800 shares of Restricted Stock. Also, reflects a reconciliation of accounts between Restricted Stock and Restricted Stock Units.

(3) Reflects additional shares acquired by the Stock Investment Plan Trustee at prevailing market prices and information reported herein is based on a Plan Statement as of December 31, 2002.

(4) Reflects additional shares acquired by the Stock Investment Supplemental Plan (SISP) Custodian at prevailing market prices and information reported herein is based on a Plan Statement as of December 31, 2002.

(5) Reflects a reconciliation of accounts between Restricted Stock and Restricted Stock Units.

By: /s/ **WILLIAM J. WHITE**
Attorney-in-fact

**Signature of Reporting Person

03-24-2003
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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