

Gilbert E Scott  
Form 4  
February 06, 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 \*  
Gilbert E Scott

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)  
02/04/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Chief Information 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 | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/04/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 51,760 | A          | \$ 0                                                                                          | 94,957                                                   | D                                                     |
| Common Stock                    | 02/04/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 38,029 | A          | \$ 0                                                                                          | 132,986                                                  | D                                                     |
| Common Stock                    | 02/04/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 89,789 | D          | \$ 90.052                                                                                     | 43,197                                                   | D                                                     |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 48                                                              | 02/04/2019                              |                                                             | M <sup>(1)</sup>                     | 51,760                                                                                                       | <sup>(2)</sup> 02/23/2024                                      | Common<br>Stock                                                     | 51,760                                 |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 56.84                                                           | 02/04/2019                              |                                                             | M <sup>(1)</sup>                     | 38,029                                                                                                       | <sup>(3)</sup> 02/22/2025                                      | Common<br>Stock                                                     | 38,029                                 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                      |       |
|----------------------------------------------------------------------|---------------|-----------|--------------------------------------|-------|
|                                                                      | Director      | 10% Owner | Officer                              | Other |
| Gilbert E Scott<br>1166 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | SVP, Chief<br>Information<br>Officer |       |

## Signatures

/s/ Tiffany D. Wooley,  
Attorney-in-Fact

02/06/2019

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (2) These options were granted on February 24, 2014 and vested in four equal annual installments on February 24th of 2015, 2016, 2017 and 2018.
- (3) These options were granted on February 23, 2015 and vested in three equal annual installments on February 23rd of 2016, 2017 and 2018. The remaining installment vests on February 23rd of 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: Gilbert E Scott - Form 4

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