

Drzik John
Form 4
January 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
Drzik John

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CEO, Mercer Mgmt Consulting

C/O MERCER MANAGEMENT CONSULTING, 99 PARK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10016

(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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	01/15/2007		M	A	5,834 (1) \$ 0	D	
Common Stock	01/15/2007		F	D	2,267 (1) \$ 30.92	D	

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

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SEC 1474 (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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	01/15/2007		M	5,834	(3) (3)	Common Stock	5,834 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drzik John C/O MERCER MANAGEMENT CONSULTING 99 PARK AVENUE NEW YORK, NY 10016			CEO, Mercer Mgmt Consulting	

Signatures

Leon J. Lichter,
Attorney-in-Fact

01/17/2007

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) The security converts to MMC Common Stock on a 1-for-1 basis.
- (1) Vesting and distribution to reporting person of 5,834 shares of Restricted Stock Units of which 2,267 shares were withheld by MMC to cover applicable taxes.
- (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.

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10,073,539

2,580,034

Mr. Clark, Mr. Matovina and Mr. Neugent were elected to serve for a term expiring at the 2016 Annual Meeting of Shareholders or until their successors are elected and qualified.

2. 2013 Director Equity and Incentive Plan

For	Against	Abstain	Broker Non-Votes
45,549,376	8,987,429	184,943	2,580,034

The shareholders approved the 2013 Director Equity and Incentive Plan.

3. Short-Term Performance Incentive Plan

For	Against	Abstain	Broker Non-Votes
52,304,070	2,234,061	183,618	2,580,034

The shareholders approved the Short-Term Performance Incentive Plan.

4. Ratification of Appointment of Independent Registered Public Accounting Firm

For	Against	Abstain	Broker Non-Votes
55,361,568	1,895,807	44,407	—

The appointment of KPMG LLP as our independent auditor for the 2013 fiscal year was ratified.

5. Advisory Vote on Executive Compensation

For	Against	Abstain	Broker Non-Votes
51,502,686	3,011,519	207,542	2,580,034

The shareholders approved, on an advisory basis, the compensation of our named executive officers.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 10, 2013

AMERICAN EQUITY
INVESTMENT LIFE HOLDING COMPANY

By: /s/ John M. Matovina
Name: John M. Matovina
Title: Chief Executive Officer