

WIJNBERG SANDRA S  
Form 4  
January 19, 2005

**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 \*  
WIJNBERG SANDRA S

2. Issuer Name and Ticker or Trading Symbol  
MARSH & MCLENNAN COMPANIES INC [MMC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. Vice Pres./CFO

(Last) (First) (Middle)  
1166 AVENUE OF THE AMERICAS  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2005

NEW YORK, NY 10036

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 01/17/2005                           |  | M                              | V<br>1,042<br>(1)   | (A)<br>or<br>(D)<br>\$ 0 (2)  | D  |  |
| Common Stock                    | 01/17/2005                           |  | F                              | 571 (1)   | D<br>\$ 31.81   | D  |  |
| Common Stock                    |                                      |  |                                |   | 1,406.4479<br>(5)   | 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) |        |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|--------|
|  |  |                                      |  |                                | (A)   | (D)   | Date Exercisable   | Expiration Date | Title   | Amount |
| Restricted Stk. Units -SISP                  | (6)  | 09/30/2004                           |  | P V                            | 374.3652<br>(7)   |       | (2)  | (2)             | Common Stock  | 374.3  |
| Restricted Stock Units                       | (6)  | 01/17/2005                           |  | M                              |   | 1,042 | (2)  | (2)             | Common Stock  | 1,0    |
| Restricted Stock Units - Bonus Deferral Plan | (6)  | 02/13/2004                           |  | P V                            | 102.928<br>(8)  |       | (2)  | (2)             | Common Stock  | 102.   |
| Restricted Stock Units - Bonus Deferral Plan | (6)  | 05/14/2004                           |  | P V                            | 185.193<br>(8)  |       | (2)  | (2)             | Common Stock  | 185.   |
| Restricted Stock Units - Bonus Deferral Plan | (6)  | 08/13/2004                           |  | P V                            | 205.736<br>(8)  |       | (2)  | (2)             | Common Stock  | 205.   |
| Restricted Stock Units - Bonus Deferral Plan | (6)  | 11/15/2004                           |  | P V                            | 315.586<br>(8)  |       | (2)  | (2)             | Common Stock  | 315.   |

