MARSH & MCLENNAN COMPANIES, INC.

Form 4

August 19, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Instr. 3)

Derivative

(Print or Type Responses)

1. Name and Address of Reporting Person * KING GWENDOLYN S

2. Issuer Name and Ticker or Trading

Symbol

MARSH & MCLENNAN COMPANIES, INC. [MMC] (Check all applicable)

C/O PODIUM PROSE, 1025

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/15/2008

X_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

CONNECTICUT AVENUE, N.W.

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WASHINGTON, DC 20036

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

Conversion

4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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)

3. Transaction Date 3A. Deemed 1. Title of

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) A ((Securities (Mor Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	√	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stk. Units-Dir. Stk. Plan	(1)	08/15/2008		A(2)		141.91		<u>(3)</u>	<u>(3)</u>	Common Stock	141.91	\$
Restricted Stk. Units-Dir. Stk. Plan	<u>(1)</u>	08/15/2008		J <u>(4)</u> \	V	196.8		<u>(3)</u>	(3)	Common Stock	196.8	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KING GWENDOLYN S C/O PODIUM PROSE 1025 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036



Signatures

Lucy Fato,

Attorney-in-Fact 08/19/2008

**Signature of Reporting 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) The security converts to MMC Common Stock on a 1-for-1 basis.
- (4) Acquired with dividend proceeds credited to the reporting person's account under the Marsh & McLennan Directors Stock Compensation Plan.
- (2) Acquired in connection with director fees pursuant to the Marsh & McLennan Directors Stock Compensation Plan.
- (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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