

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-15**

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REPORTING OWNER

ERBURU ROBERT F

CIK: **1194446**

Type: **4** | Act: **34** | File No.: **001-05998** | Film No.: **04815446**

Business Address

*TIMES MIRROR CO
202 WEST FIRST ST 6TH FL
LOS ANGELES CA 90012*

ISSUER

MARSH & MCLENNAN COMPANIES INC

CIK: **62709** | IRS No.: **362668272** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **6411** INSURANCE AGENTS, BROKERS & SERVICE

Mailing Address

*1166 AVENUE OF THE
AMERICAS
NEW YORK NY 10036*

Business Address

*1166 AVENUE OF THE
AMERICAS
NEW YORK NY 10036
2123455000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person ERBURU ROBERT F | | | 2. Issuer Name and Ticker or Trading Symbol MARSH & MCLENNAN COMPANIES INC [MMC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2004 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| THE TIMES MIRROR COMPANY, 220 WEST 1ST STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| (Street) LOS ANGELES, CA 90053 | | | | | | | | |
| (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 | | | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|----------|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stk. Units - Dir. Comp Annex | \$ 0 ⁽¹⁾ | 05/15/2004 | | <u>P</u> | <u>V</u> | 100.76 ⁽²⁾ | | | ⁽³⁾ | ⁽³⁾ | Common Stock | 100.76 | \$43.07 | 14,097.73 | D |
| Restricted Stk. Units-Dir. Stk. Plan | \$ 0 ⁽¹⁾ | 05/15/2004 | | <u>A</u> | | 400.56 ⁽⁴⁾ | | | ⁽³⁾ | ⁽³⁾ | Common Stock | 400.56 | \$43.07 | 29,380.79 | D |

| | | | | | | | | | | | | | |
|--------------------------------------|---------------------|------------|--|---|---|-----------------------|-----|-----|--------------|--------|---------|----------|---|
| Restricted Stk. Units-Dir. Stk. Plan | \$ 0 ⁽¹⁾ | 05/15/2004 | | P | V | 208.61 ⁽⁵⁾ | (3) | (3) | Common Stock | 208.61 | \$43.07 | 29,589.4 | D |
|--------------------------------------|---------------------|------------|--|---|---|-----------------------|-----|-----|--------------|--------|---------|----------|---|

Explanation of Responses:

1. The security converts to MMC Common Stock on a 1-for-1 basis
2. Acquired with dividend proceeds credited to the reporting person's account under the Marsh & McLennan Directors Stock Compensation Plan (Annex).
3. Not Applicable
4. Acquired upon issuance of shares for director's fees pursuant to the Marsh & McLennan Directors Stock Compensation Plan.
5. Acquired with dividend proceeds credited to the reporting person's account under the Marsh & McLennan Directors Stock Compensation Plan.

Signatures

/s/ William J. White, Attorney-in-Fact

** Signature of Reporting Person

05/18/2004

Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.