

GALLAGHER ARTHUR J & CO  
Form 8-K  
May 11, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**May 11, 2010**

**Date of Report: (Date of earliest event reported)**

**ARTHUR J. GALLAGHER & CO.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**1-9761**  
**(Commission File Number)**

**36-2151613**  
**(I.R.S. Employer Identification**

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incorporation or organization)

Number)

**Two Pierce Place, Itasca, Illinois 60143-3141, (630) 773-3800**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Arthur J. Gallagher & Co. (Gallagher) held its Annual Meeting of Stockholders on May 11, 2010. At the Annual Meeting, Gallagher's stockholders elected six directors to Gallagher's Board of Directors, ratified the appointment of Ernst & Young LLP as Gallagher's independent registered public accounting firm for fiscal year 2010, and approved Gallagher's Senior Management Incentive Plan, each as more fully described below.

Proposal 1: Election of six directors to serve for one-year terms until Gallagher's 2011 Annual Meeting of Stockholders:

| Directors                 | For        | Against   | Abstain | Broker<br>Non-Votes |
|---------------------------|------------|-----------|---------|---------------------|
| William L. Bax            | 83,832,842 | 875,141   | 52,208  | 9,218,846           |
| Frank E. English, Jr.     | 83,858,270 | 851,009   | 50,912  | 9,218,846           |
| J. Patrick Gallagher, Jr. | 83,087,598 | 1,559,193 | 113,400 | 9,218,846           |
| Ilene S. Gordon           | 82,505,567 | 1,806,927 | 447,697 | 9,218,846           |
| David S. Johnson          | 84,271,027 | 436,512   | 52,652  | 9,218,846           |
| James R. Wimmer           | 83,239,953 | 1,377,567 | 142,671 | 9,218,846           |

|   | For        | Against   | Abstain | Broker<br>Non-Votes |
|---|------------|-----------|---------|---------------------|
| <u>Proposal 2:</u> Ratification of the appointment of Ernst & Young LLP as Gallagher's independent registered public accounting firm for fiscal year 2010 | 92,796,031 | 1,134,431 | 48,575  | 0                   |

Proposal 3: Approval of the Arthur J. Gallagher & Co. Senior Management Incentive Plan 77,634,577 4,556,132 2,569,482 9,218,846

**Item 7.01. Regulation FD Disclosure.**

The slides containing information presented at Gallagher's 2010 Annual Meeting of Stockholders are attached to this report as Exhibit 99. This exhibit may also be accessed at Gallagher's website ([www.ajg.com](http://www.ajg.com)). This information is being furnished pursuant to Item 7.01, Regulation FD Disclosure. These slides contain certain non-GAAP financial measures. A reconciliation of those measures to the most directly related comparable GAAP measures is also available on Gallagher's website at [www.ajg.com](http://www.ajg.com).

**Item 9.01. Financial Statements and Exhibits.**

99 Slides presented at Gallagher's 2010 Annual Meeting of Stockholders.

**SIGNATURES**

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

**Arthur J. Gallagher & Co.**

Date: May 11, 2010

/s/ Walter D. Bay

Walter D. Bay  
Vice President, General Counsel and Secretary