

ROSOFF WILLIAM L
Form 5
February 04, 2003

FORM 5

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

OMB APPROVAL

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

Filed By
Romeo and Dye's
Section 16 Filer
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| 1. Name and Address of Reporting Person* ROSOFF, WILLIAM L. (Last) (First) (Middle) 1166 AVENUE OF THE AMERICAS (Street) NEW YORK, NY 10036 | | | 2. Issuer Name and Ticker or Trading Symbol MARSH & McLENNAN COMPANIES, INC. | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SENIOR VICE PRES. & GENERAL COUNSEL | | | |
|---|--------------------------------------|--|--|---|--|--|--|--|---|
| | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Year 01-31-2003 | | 7. 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 | | |
| | | | 5. If Amendment, Date of Original (Month/Year) | | | | | | |
| (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 & 5) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Amount | (A) or (D) | Price | | | |
| COMMON | | | | | | | 27,922⁽¹⁾ | D | |
| COMMON | | | | | | | 646.4696⁽²⁾ | I | STOCK INVESTMENT PLAN (401K) |

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).

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/ | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/ | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. of B O |
|---------------------------------|------------------------------------|-----------------------------|----------------------------|---------------------|------------------------------------|---|---|--|---|--------------------|------------|
|---------------------------------|------------------------------------|-----------------------------|----------------------------|---------------------|------------------------------------|---|---|--|---|--------------------|------------|

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| (Instr. 3) | Derivative Security | Day/Year | if any (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | Year | Title | Amount or Number of Shares | Owned at End of Year (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|-------------------------------------|---------------------|-------------------|-------------------------|------------|---------------------------------|-----|------|---------------|----------------------------|---------------------------------|---|
| | | | | | (A) | (D) | | | | | |
| | | | | | | | | | | | |
| BONUS DEFERRAL PLAN RS UNITS | 1 for 1 | 03-01-2002 | | A | 8,106.20 | | | COMMON | 8,106.20 | 8,243.536⁽³⁾ | D |
| SISP RS UNITS | | | | | | | | | | 2,235.3841⁽⁴⁾ | D |

Explanation of Responses:

(1) Includes 27,400 shares of Restricted Stock.

(2) Reflects additional shares acquired by the Stock Investment Plan Trustee at prevailing market prices and information reported herein is based on a Plan Statement as of December 31, 2002.

(3) Also reflects additional shares added to the Cash Bonus Deferral Plan at prevailing market prices from dividends paid pursuant to the dividend reinvestment feature of the plan. The number of shares on the date of issuance has been adjusted to reflect the 2 for 1 Stock Split on June 28, 2002.

(4) Reflects additional shares acquired by the Stock Investment Supplemental Plan (SISP) Custodian at prevailing market prices and information reported herein is based on a Plan Statement as of December 31, 2002.

By: /s/ **WILLIAM L. ROSOFF**
WILLIAM L. ROSOFF

02-04-2003
Date

**Signature of Reporting Person

**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.

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