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BARDENWERPER WALTER W

Form 3

January 04, 2010

FORM 3

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

OMB APPROVAL

OMB Number:

response...

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Towers Watson & Co. [TW] **BARDENWERPER** (Month/Day/Year) 01/04/2010 WALTER W (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 875 THIRD AVENUE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting X_ Officer Other Person NEW YORK, NYÂ 10022 (give title below) (specify below) Form filed by More than One Secretary and General Counsel Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Class A Common Stock D 63,345 Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Date Exercisable and Expiration	3. Title and Amount of	4.	5.	6. Nature of
Security	Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable Expiration Date	Title	Derivative	Security:	
			Security	Direct (D)	

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option- Right to Buy	01/01/2010(1)	09/09/2016	Class A Common Stock	7,114	\$ 42.47	D	Â
Deferred Stock Unit	01/15/2010(2)	01/15/2010(2)	Class A Common Stock	3,354	\$ 0 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BARDENWERPER WALTER W 875 THIRD AVENUE NEW YORK, NY 10022	Â	Â	Secretary and General Counsel	Â	

Signatures

Karl Chen, attorney-in-fact for Mr.

Bardenwerper

01/04/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- As a result of the closing under the Agreement and Plan of Merger entered into by Towers, Perrin, Forster & Crosby, Inc. and Watson (1) Wyatt Worldwide, Inc. (Watson Wyatt), these options to buy Class A common stock of the Issuer were issued and exchanged on a one-for-one basis for vested Watson Wyatt options with the same exercise price.
- (2) These deferred stock units were issued under the Watson Wyatt fiscal 2009 SBI Program upon consummation of the merger and will be settled in shares of Class A common stock of the Issuer on a one-for-one basis.

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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