Maselli Mark Form 4 September 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Maselli Mark			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Towers Watson & Co. [TW] (Check all applications)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(
			(Month/Day/Year)	X Director 10% Owner		
875 THIRD AVENUE			09/15/2011	Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
NEW YORK	NY 10022			Form filed by More than One Reporting		

NEW YORK, NY 10022

(City)	(State)	(Zip) Table	e I - Non-D	erivative (Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	spose	d of (D)	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)
Class A Common Stock (1)	09/15/2011		A	3,917	A	\$0	23,732.88	D	
Class A Common Stock	09/15/2011		F	736 (2)	D	\$ 57.43	22,996.88	D	

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

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Person

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

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Owner Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	٥
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number	Number			
						Lacicisabic	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Maselli Mark							
875 THIRD AVENUE	X						
NEW YORK, NY 10022							

Signatures

/s/ Neil Falis, attorney-in-fact for Mr.
Maselli

09/19/2011

**Signature of Reporting Person 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).
- Shares of restricted Class A common stock were issued by the Issuer. Half of all the shares issued vested immediately upon issue. The other half will vest over a three-year period, with one-third automatically vesting on each of June 30, 2012, June 30, 2013 and June 30, 2014, so long as the reporting person remains an employee of the Issuer or one of its subsidiaries as of each such date, subject to certain exceptions.
- (2) The transaction reflects the share amount and date such shares were deemed withheld to satisfy statutory tax withholdings due on the immediate vested portion of shares.

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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