Maselli Mark Form 4 January 04, 2012

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Maselli Mark Issuer Symbol Towers Watson & Co. [TW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 875 THIRD AVENUE 01/01/2012 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 Form filed by More than One Reporting NEW YORK, NY 10022 Person

(State)

(Zin)

(City)

(City)	(State)	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)	Code (Instr. 8)	4. Securities a coor Disposed of (Instr. 3, 4 an	of (D) d 5) (A) or		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	01/01/2012		Code V	Amount 4,092.207	(D)	Price \$ 59.93	,	D			
Class A Common Stock	01/01/2012		F	3,678.662 (2)	D	\$ 59.93	23,410.425	D			

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

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Stock	\$ 0 (1)	01/01/2012		C	4,092.207	01/01/2011(1)	01/01/2014(1)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

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

01/04/2012

**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).

Automatic conversion from Class B-2 to Class A shares. Balance of shares consists of an equal number of shares of Class B common stock in subclasses B-3 and B-4, which, as a result of the closing of the merger under the Agreement and Plan of Merger (the Merger

- (1) Agreement) entered into between (among others) Towers, Perrin, Forster & Crosby, Inc. and Watson Wyatt Worldwide, Inc., were issued by the Issuer. Subclasses B-3 and B-4 of the Issuer's Class B common stock will automatically convert to shares of Class A common stock of the Issuer on the third and fourth anniversaries, respectively, of the effective time of the merger.
- Shares of restricted Class A common stock were issued by the Issuer on January 1, 2010. These shares of restricted Class A common stock vest over a three-year period, with one-third automatically vesting on each of January 1, 2011, 2012 and 2013. 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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