

BONSIGNORE FRANCIS N  
Form 4  
January 22, 2003

**FORM 4**

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).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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  
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|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>BONSIGNORE, FRANCIS N.</b><br>(Last) (First) (Middle)<br><b>1166 AVENUE OF THE AMERICAS</b><br><br>(Street)<br><b>NEW YORK, NY 10036-2774</b><br><br>(City) (State) (Zip) |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>MARSH &amp; McLENNAN COMPANIES, INC.</b> |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <b>—</b><br>Other (specify below)<br><b>SR. VICE PRESIDENT</b> |  |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  |  | 4. Statement for Month/Day/Year<br><b>01-20-2003</b>  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| 5. If Amendment, Date of Original (Month/Day/Year)   |  |   |  |   |  |

**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 Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| COMMON                          | 01-20-2003                           |  | M                              |   | 4,610 <sup>(1)</sup>  | A          |       |   | D  |   |
| COMMON                          | 01-20-2003                           |  | F                              |   | 1,651 <sup>(1)</sup>  | D          | 46.94 | 136,710.6156 <sup>(2)</sup>   | D  |   |
| COMMON                          |                                      |  |                                |   |   |            |       | 13,007.5134   | 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 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion or | 3. Transaction Date | 3A. Deemed | 4. Trans- | 5. Number of | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- |
|------------------------|------------------|---------------------|------------|-----------|--------------|------------------------------------|-----------------------------------|------------------------|-------------------------|------------|
|------------------------|------------------|---------------------|------------|-----------|--------------|------------------------------------|-----------------------------------|------------------------|-------------------------|------------|

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| Security<br>(Instr. 3)                | Exercise<br>Price of<br>Derivative<br>Security | (Month/<br>Day/<br>Year) | Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | action   |   | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br><br>(Instr. 3, 4<br>& 5) | Date<br>(Month/Day/<br>Year) |     | Securities<br>(Instr. 3 & 4) |                         | Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |
|---------------------------------------|--|--------------------------|--|----------|---|--|------------------------------|-----|------------------------------|-------------------------|------------------------|--|---|
|                                       |  |                          |  | Code     | V |  | (A)                          | (D) | Date<br>Exer-cisable         | Expira-<br>tion<br>Date |                        |  |   |
| <b>RESTRICTED<br/>STOCK<br/>UNITS</b> | <b>1 for 1</b>                                 | <b>01-20-2003</b>        |  | <b>M</b> |   | <b>4,610<sup>(1)</sup></b>   |                              |     | <b>COMMON</b>                | <b>4,610</b>            |                        | <b>15,050<sup>(3)</sup></b>  | <b>D</b>  |

Explanation of Responses:

- (1) Vesting and distribution to reporting person of 4,610 shares of Restricted Stock Units of which 1,651 shares were withheld to cover applicable taxes.
- (2) Includes 96,200 shares of Restricted Stock.
- (3) Previously reported on Table I, now reported on Table II to better reflect the derivative nature of the securities.

By: /s/ **WILLIAM J. WHITE**  
**Attorney-in-fact**

**01-22-2003**  
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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