

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Margrett David</u> _____ (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u> _____ (Street) <u>LONDON, X0 EC3M 7DQ</u> ENGLAND _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [WSH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman & CEO, Willis Limited</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2011</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

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 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, nominal value \$0.000115 per share	02/09/2011		A		625 ⁽¹⁾	A	\$0	625	I	By Spouse
Ordinary Shares, nominal value \$0.000115 per share								46,264 ⁽²⁾	D	

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option	\$27.22	02/09/2011		A		2,500 ⁽³⁾		(4)	11/02/2017	Ordinary Shares, nominal value \$0.000115 per share	2,500	\$0.0000	2,500	I	By Spouse

Explanation of Responses:

- On November 2, 2009, the spouse of the reporting person was granted 625 restricted share units ("RSUs") which represents the right to receive ordinary shares, par value \$0.000115 per share, of Willis Group Holdings Public Limited Company (the "Company"). The RSUs shall vest, subject to the Company achieving certain performance criteria for both fiscal years ending December 31, 2009 and 2010, in equal tranches on each of the second through fifth anniversaries of the grant date. On February 3, 2010 performance criteria for fiscal year 2009 were met and on February 9, 2011 performance criteria for fiscal year 2010 were met.
- Includes an aggregate of 30,173 restricted stock units, subject to the satisfaction of vesting requirements.
- On November 2, 2009, the spouse of the reporting person was granted 2,500 options to purchase ordinary shares, par value \$0.000115 per share, of the Company. The options shall vest, subject to the Company achieving certain performance criteria for both fiscal years ending December 31, 2009 and 2010, in equal tranches on each of the second through fifth anniversaries of the grant date. On February 3, 2010 the performance criteria for fiscal year 2009 were met and on February 9, 2011 the performance criteria for fiscal year 2010 were met.
- The option becomes exercisable as to 625 shares on each of the second through fifth anniversaries of the grant date.

/s/ David B. Margrett

02/09/2011

** Signature of Reporting Person

Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.