FORM	4	
	-	

U.S. SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

OMB /	APPR0VAL
-------	----------

[]	Check this box if
		no longer Subject
		to Section 16.
		Form 4 or Form 5
		obligations may
		Continue. See

Instructions 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

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(f) of the Investment Company Act 1940

1.Name and Addr Bowden Jr.	2.Issuer Name and Ticker or Trading Symbol Willis Group Holdings Ltd. NYSE:WSH						6.Relationship of Reporting Person to Issuer (Check all Applicable) 						
(Last) c/o Willis Gro 10 Trinity Squ	3.IRS Number of Reporting Person (Voluntary) 			Yea		for Month/ 3							
 (Stre 						Group General Counsel 							
London (City) 	England (State)	EC3P 3AX (Zip)	 			 	 		_x_ Form filed by One Reporting Person Form filed by More than one Reporting Person				
		T <i>F</i>	ABLE I -	Non-Deri	vativ	/e Secur	ities /	Acquired, D	isposed of or Be	neficially (
1.Title of Secu (Instr. 3)	tion D	Date Deeme Day/Yr) Execu Date, Any	ed ution if ch/Day/	3.Trans Code (Instr Code 	. 8) - 	or Di (Inst	sposed r. 3, 4	of (D) 4 & 5)	Following Reported Tran- saction(s)	Ownership Form: Direct (D) or	Beneficial Ownership (Instr. 4) 		
 	 	 		 		 	· · 	 	 	 	 		
 	 	I		 			 	 	 	 	 		

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)

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 control number.

FORM 4 (continued)

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

	Derivative Security (Instr. 3) 	e of 2.Conver- 3. 4.Tran tive sion or Trans action ty Exercise Date Code . 3) Price of (Mon/ (Instr Deriva- Day/ tive Year) Security		saction Derivative E Code Securities 2 / (Instr.8) Acquired (A) or E Disposed of (D) I		Date		lying es	. ,	of Own. Derivative Form Securities of Benefi- Deri cially Sec. Owned at Dir.	11.Nature of Indirect Beneficial Ownership (Instr. 4)	İ				
	 		 	 Code 	 de V 	(A)		 Date Exbl. 		Title	Amount or Number of Shares 		(D) or Ind. (I) Ins.4 	 	 	
	Common Stock 	\$26.74 	2/27/ 03 	 A 		 2822 		2/11/ 06 	3/11/ 06 	 	 	 	 15,036 	 	Right to Buy 	

Explanation of Responses: Code A: Award/Grant was made as part of End of February 2003 emoluments

**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 provided 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.