SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 Rosman Adam L.

 (Last)　　　(First)　　　(Middle)

 C/O WILLIS GROUP HOLDINGS PLC
 51 LIME STREET

 (Street)

 LONDON, ENGLAND　　X0　　　EC3M 7DQ

 (City)　　　(State)　　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 WILLIS GROUP HOLDINGS PLC [WSH]

 3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2013

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

     Director   10% Owner
 X   Officer (give title below)   Other (specify below)

      Group General Counsel

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X   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	06/03/2013		S[(1)]		598	D	$38.98[(2)]	11,948[(3)]	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	Amount or Number of Shares				

Explanation of Responses:

1. The sales reported in this Form 4 were pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2012 to cover taxes incurred on the vesting of 1,424 restricted share units ("RSUs") on June 1, 2013.

2. The number of securities disposed of represents the aggregate number of shares sold in multiple open market transactions having prices ranging from $38.97 to $39.00 per share. The price listed in Table I represents the weighted average sale price for such sales. The reporting person undertakes to provide the staff of the Securities and Exchange Commission, the Issuer, or a stockholder of the Issuer, upon request, information regarding the number of shares sold at each separate price within the range.

3. Includes an aggregate of 11,122 RSUs subject to the satisfaction of vesting requirements.

/s/ Adam L. Rosman   06/04/2013

** 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.