

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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>Hearn Stephen Patrick</u>  (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u>  (Street) <u>LONDON, X0 EC3M 7DQ</u> <u>ENGLAND</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [ WSH ]</u>	
		4. 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>Chrmn &amp; CEO Willis Global</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/09/2012</u>  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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>8,000<sup>(1)</sup></u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Option</u>	<u>11/03/2011</u>	<u>11/03/2015</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>8,332<sup>(2)</sup></u>	<u>25.79</u>	<u>D</u>	

## Explanation of Responses:

1. The reporting person's original Form 3 omitted 3,300 restricted share units ("RSUs"). The number of shares beneficially owned by the reporting person on January 1, 2012 includes an aggregate of 6,700 RSUs subject to the satisfaction of vesting requirements. A subsequent Form 4 filed on March 1, 2012 also omitted 3,300 RSUs from the number of shares beneficially owned.
2. The reporting person's original Form 3 overstated the number of options held. The option grant was subject to the Company achieving certain performance criteria for the fiscal years ending December 31, 2008, 2009, 2010. The performance criteria for fiscal year 2008 were met, and the performance criteria for fiscal years 2009 and 2010 were not met. As a result, 8,332 options were earned and 16,668 options were forfeited. The earned options vest 50%, 25% and 25% on the third, fourth and fifth anniversaries of the grant date. The first installment vested on November 3, 2011, and the final two vestings will occur on November 3, 2012 and November 3, 2013.

/s/ Faith Shippen as attorney-  
in-fact 07/05/2012

\*\* 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 5 (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.