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U.S. SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 of 1940

1. Name and Address of Reporting Person

Nuttall	Scott	C.
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(Last)	(First)	(Middle)
c/o Kohlberg Kravis Roberts & Co.		
9 West 57th Street		
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(Street)		
New York	New York	10019
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(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

12/31/02

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Willis Group Holdings Limited/WSH

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

6. If Amendment, Date of Original (Month/Day/Year)

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

Form filed by One Reporting Person  
 Form filed by More than one Reporting Person

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 Table I -- Non-Derivative Securities Beneficially Owned  
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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Common Stock	3,000	D	
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Reminder: Report on a separate line for each class of securities beneficially  
 owned directly or indirectly

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



Scott C. Nuttall  
c/o Kohlberg Kravis Roberts & Co.  
9 West 57th Street  
New York, New York 10019

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Willis Group Holdings Limited  
WSH

Note 1 to Form 3

The reported derivative security represents the number of shares receivable as a result of the election to defer the directorship fees under the Company's Non-Employee Directors' Deferred Compensation Plan. These shares are received upon the earlier of (1) a change of control of the Company; (2) the first business day of the calendar year following the date the director retires, resigns or ceases to serve as a director or; (3) the termination of the Plan.

POWER OF ATTORNEY

Know all men by these presents that Scott C. Nuttall does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned in the undersigned's individual capacity to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 14G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Scott C. Nuttall

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Name: Scott C. Nuttall

Date: November 20, 2002