

OMB APPROVAL	
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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>RATCLIFFE JAMES A</u> (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS LIMITED</u> <u>10 TRINITY SQUARE</u> (Street) <u>LONDON X0 EC3P 3AX</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS LTD [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>CEO of GLOBAL SPECIALTIES</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
COMMON STOCK	02/10/2004		X		60,000	A	\$3.03	87,360	D	
COMMON STOCK	02/10/2004		S		28,743 ⁽¹⁾	D	\$37.3	58,617	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				
COMMON STOCK	\$3.03 ⁽²⁾	02/10/2004		X		12,000		12/18/2000	07/06/2010	COMMON	12,000	\$3.03 ⁽²⁾	108,590	I	Right to Buy
COMMON STOCK	\$3.03 ⁽²⁾	02/10/2004		X		12,000		12/18/2001	07/06/2010	COMMON	12,000	\$3.03 ⁽²⁾	96,590	I	Right to Buy
COMMON STOCK	\$3.03 ⁽²⁾	02/10/2004		X		6,000		12/18/2002	07/06/2010	COMMON	6,000	\$3.03 ⁽²⁾	90,590	I	Right to Buy
COMMON STOCK	\$3.03 ⁽²⁾	02/10/2004		X		15,000		12/18/2001	07/06/2010	COMMON	15,000	\$3.03 ⁽²⁾	75,590	I	Right to Buy
COMMON STOCK	\$3.03 ⁽²⁾	02/10/2004		X		15,000		12/18/2002	07/06/2010	COMMON	15,000	\$3.03 ⁽²⁾	60,590	I	Right to Buy

Explanation of Responses:

- Sale of shares to cover exercise price and applicable taxes on exercise of option.
- The option exercise price was GBP2.00 being the sterling equivalent at the date of grant.

/s/ MICHAEL P. CHITTY as
attorney-in-fact for James A. Ratcliffe 02/12/2004

** 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.