

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>Shalders David</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O WILLIS GROUP HOLDINGS PLC</u></p> <p><u>51 LIME STREET</u></p> <p>(Street)</p> <p><u>LONDON X0 EC3M 7DQ</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>WILLIS GROUP HOLDINGS PLC [WSH]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/09/2015</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> <p><u>11/12/2015</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p><u>Group Operations & Tech. Dir.</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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	11/09/2015		F		998 ⁽¹⁾	D	\$44.14	5,109	D	
Ordinary Shares, nominal value \$0.000115 per share	11/09/2015		A		5,107 ⁽²⁾⁽³⁾	A	\$0.00	10,216 ⁽³⁾⁽⁴⁾	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				
Stock Option (right to buy)	\$44.05	11/09/2015		A		39,964 ⁽³⁾		(5)	11/09/2023	Ordinary Shares, nominal value \$0.000115 per share	39,964 ⁽³⁾	\$0.00	39,964 ⁽³⁾	D	

Explanation of Responses:

- Withholding of shares by Issuer incident to the tax payment related to the vesting and settlement of an aggregate of 2,122 restricted share units ("RSUs") granted on December 16, 2013 and December 16, 2014.
- Comprised of 5,107 RSUs, which represent the right to receive ordinary shares, par value \$0.000115 per share, of the Issuer. The RSUs shall vest 33% on each of the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.
- This amendment was made solely to correct: in Tables I and II, the number of acquired securities and the number of securities beneficially owned following the reported transaction; and in Table II, the number of underlying securities.
- Includes an aggregate of 8,722 RSUs, which represent the right to receive ordinary shares, par value \$0.000115 per share, of the Issuer, subject to the satisfaction of vesting requirements.
- The shares underlying the option will vest as to 33% on each of the first and second anniversaries of the grant date and as to 34% on the third anniversary of the grant date.

Remarks:

/s/ David Shalders by Cindy Hanna, Attorney-in-Fact (power of attorney previously filed) 11/13/2015

** 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.

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