FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	S IN BENEFICIA	L OWNERSHIP

OIVID APPROVAL									
OMB Number:	3235-0287								
Estimated average	burden								

hours per response:

0.5

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

Name and Address of Reporting Person*     ROBERTS DOUGLAS B				2. Issuer Name <b>and</b> Ticker or Trading Symbol WILLIS GROUP HOLDINGS LTD [ WSH ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last) (First) (Middle) C/O WILLIS GROUP HOLDINGS				3. Date of Earliest Transaction (Month/Day/Year) 12/03/2007								71		give title	Other (: below)		
TEN TRINITY SQUARE				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
(Street)	N X	0	EC3P 3AX										ine) X		ed by More th	eporting Perso nan One Repo	
(City)	(S	tate)	(Zip)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date			Transaction ate Ionth/Day/	Execution Date,		Code (Instr.			Securities Beneficia Owned F		s Forn ally (D) o ollowing (I) (Ir	rm: Direct ) or Indirect	7. Nature of ndirect Beneficial Ownership				
							Code V	, ,	Amount	(A) or (D)		•	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
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		3A. Deemed Execution Date if any (Month/Day/Yea	4. Transaction Code (Instr. 8)		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		D	Price of erivative ecurity nstr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exercisable		piration te	Title	Amount or Number of Shar	r		Transaction(s) (Instr. 4)	s)	
Phantom Units	(1)	12/03/2007 <sup>(2)</sup>		A		\$33.95		(3)		(3)	Common stock	\$33.9	5	\$41.114	\$5,618.03	D	
Phantom Units	(1)	12/03/2007 <sup>(2)</sup>		A		\$160.47		(3)		(3)	Common stock	\$160.4	47	\$40.894	\$5,778.5	D	

## **Explanation of Responses:**

- 1. Phantom Stock units convert to common shares on a one-for-one basis.
- 2. The transaction date is the date on which the units were allocated to the reporting person's account under the Willis Group Holdings Limited Non-Employee Director's Deferred Compensation Plan.
- 3. These phantom units were issued under the Willis Group Holdings Limited Non-Employee Directors Deferred Compensation Plan, and become payable, in common stock, at the election of the reporting person following his termination of service as a director.

/s/ Shaun K. Bryant, as attorney-in-fact for D.G.

12/03/2007

Roberts

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.