SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] PLUMERI JOSEPH J	2. Issuer Name **and** Ticker or Trading Symbol WILLIS GROUP HOLDINGS LTD [WSH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O WILLIS GROUP HOLDINGS LIMITED 10 TRINITY SQUARE	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2004	X Director 10% Owner X Officer (give title below) Other (specify below) Chairman & CEO
(Street) LONDON X0 EC3P 3AX (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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			

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	$38.06	03/19/2004		A		20,000		01/01/2005	03/19/2014	Common	20,000	$38.06	2,232,521	I	Right to buy
Common Stock	$38.06	03/19/2004		A		20,000		01/01/2006	03/19/2014	Common	20,000	$38.06	2,252,521	I	Right to buy
Common Stock	$38.06	03/19/2004		A		20,000		01/01/2007	03/19/2014	Common	20,000	$38.06	2,272,521	I	Right to buy
Common Stock	$38.06	03/19/2004		A		20,000		01/01/2008	03/19/2014	Common	20,000	$38.06	2,292,521	I	Right to buy
Common Stock	$38.06	03/19/2004		A		20,000		01/01/2009	03/19/2014	Common	20,000	$38.06	2,312,521	I	Right to buy

Explanation of Responses:

Remarks:

Code A - Notification to officers on April 28, 2004 of options granted effective as of March 19, 2004.

/s/ Michael P. Chitty as attorney-in-fact for Joseph J. Plumeri	04/29/2004
** Signature of Reporting Person	Date