SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol WILLIS GROUP HOLDINGS LTD [WSH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>PLUMERI JOSEPH J</u>				X	Director	10% Owner			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)			
. ,	GROUP HOLD	DINGS LIMITED	04/28/2004	Chairman & CEO					
10 TRINITY	SQUARE								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Filir	ng (Check Applicable			
LONDON	X0	EC3P 3AX		X	Form filed by One Re	porting Person			
			_		Form filed by More the Person	an One Reporting			
(City)	(State)	(Zip)		1					

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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		Α		20,000		01/01/2005	03/19/2014	Common	20,000	\$38.06	2,232,521	Ι	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		А		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		Α		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		Α		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

<u>attorney-in-fact for Joseph J.</u> <u>Plumeri</u> 04/29/2004

** 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.