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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Willis Group Holdings, Limited

(Name of Issuer)

Common Stock, Par Value \$0.000115 per share

(Title of Class of Securities)

G96655 10 8

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

Persons who are to respond to the collection of information contained in this
form are not required to respond unless the form displays a currently valid
OMB control number.

CUSIP No. G96655 10 8

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Alberta, Canada

NUMBER OF	5.	SOLE VOTING POWER
SHARES		35,543,328
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		0
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		35,543,328
PERSON	8.	SHARED DISPOSITIVE POWER
WITH		0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,543,328

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.38%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KKR ASSOCIATES 1996 FUND (OVERSEAS), LIMITED PARTNERSHIP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KKR ASSOCIATES II (1996), LIMITED PARTNERSHIP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	5. SOLE VOTING POWER
SHARES	35,543,328

BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	0

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REPORTING	35,543,328

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KKR 1996 OVERSEAS, LIMITED

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(a)
(b)

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

Item 1.

- (a) NAME OF ISSUER
Willis Group Holdings Limited
- (b) ADDRESS of ISSUER'S PRINCIPAL EXECUTIVE OFFICES
Ten Trinity Square, London EC3P 3AX, England

Item 2.

- (a) Name of Persons Filing
Profit Sharing (Overseas), Limited Partnership
KKR 1996 Fund (Overseas), Limited Partnership
KKR Associates II (1996), Limited Partnership
KKR 1996 Overseas, Limited
- (b) Address of Principal Business Office, or if none, Residence
KKR Overseas, Limited
Ugland House
P.O. Box 309
George Town, Grand Cayman
Cayman Islands
- (c) Citizenship
Alberta, Canada: Profit Sharing (Overseas), Limited Partnership
KKR 1996 Fund (Overseas), Limited Partnership
Cayman Islands: KKR Associates II (1996), Limited Partnership
KKR 1996 Overseas, Limited
- (d) Title of Class of Securities
Common Stock, par value \$0.000115
- (e) CUSIP Number
G96655 10 8

Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(G);
- (f) An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with s.240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Shares shown as beneficially owned by KKR 1996 Overseas, Limited are owned of record by Profit Sharing (Overseas), Limited Partnership. KKR 1996 Overseas, Limited is the general partner of KKR Associates II (1996), Limited Partnership, which is the general partner of KKR 1996 Fund (Overseas), Limited Partnership, which is the general partner of Profit Sharing (Overseas), Limited Partnership. Messrs. Henry R. Kravis, George R. Roberts, Robert I. McDonnell, Paul Raether, Michael W. Michelson, James H. Greene, Jr., Michael T. Tokarz, Edward Gilhuly, Perry Golkin, Scott M. Stuart, Todd A. Fisher, Johannes P. Huth, Alex Navab, Jr. and Neil A. Richardson, as members of KKR 1996 Overseas, Limited, may be deemed to share beneficial ownership of any shares beneficially owned by KKR 1996 Overseas, Limited but disclaim such beneficial ownership. Scott C. Nuttall is a director and executive of Kohlberg Kravis Roberts & Co. L.P. Mr. Nuttall is also a limited partner of KKR Associates II (1996), Limited Partnership. Mr. Nuttall disclaims beneficial ownership of any of our shares beneficially owned by Kohlberg Kravis Roberts & Co., L.P. and KKR Associates II (1996), Limited Partnership. The amounts owned by Messrs. Golkin, Fisher and Nuttall include 34,000, 8,000 and 3,000 respectively.

(b) Percent of class:

See Item 11 of each cover page, which is based upon Item 5 of each cover page. See Item 4(a)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PROFIT SHARING (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR 1996 (Overseas), Limited
Partnership, its general partner

By: KKR Associates II (1996), Limited
Partnership, its general partner

By: KKR Overseas, Limited, its
general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR 1996 FUND (OVERSEAS), LIMITED
PARTNERSHIP

By: KKR Associates II (1996), Limited
Partnership, its general partner

By: KKR 1996 Overseas, Limited, its
general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR ASSOCIATES II (1996), LIMITED
PARTNERSHIP

By: KKR 1996 Overseas, Limited, its
general partner

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

KKR 1996 OVERSEAS, LIMITED

By: /s/ William J. Janetschek

Name: William J. Janetschek
Title: Attorney-in-fact for
Perry Golkin

EXHIBITS

Exhibit 1 - Joint Filing Agreement (already on file)

Exhibit 2 - Power of Attorney (already on file)