

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><b>PLUMERI JOSEPH J</b><br><br>(Last) (First) (Middle)<br><b>C/O WILLIS GROUP HOLDINGS LIMITED</b><br><b>10 TRINITY SQUARE</b><br><br>(Street)<br><b>LONDON X0 EC3P 3AX</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>WILLIS GROUP HOLDINGS LTD [ WSH ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman and CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/09/2005</b>                   |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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   |   |  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 9,600   | D          | \$33.2  | 4,251,784   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 1,000   | D          | \$33.28 | 4,250,784   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 3,700   | D          | \$33.26 | 4,247,084   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 200   | D          | \$33.24 | 4,246,884   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 1,200   | D          | \$33.23 | 4,245,684   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 1,200   | D          | \$33.22 | 4,244,484   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 300   | D          | \$33.21 | 4,244,184   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 1,200   | D          | \$33.32 | 4,242,984   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 800   | D          | \$33.31 | 4,242,184   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 1,600   | D          | \$33.3  | 4,240,584   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 200   | D          | \$33.33 | 4,240,384   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 6,300   | D          | \$33    | 4,234,084   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 4,100   | D          | \$33.04 | 4,229,984   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 2,500   | D          | \$33.05 | 4,227,484   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 3,600   | D          | \$33.06 | 4,223,884   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 4,000   | D          | \$33.03 | 4,219,884   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 6,000   | D          | \$33.02 | 4,213,884   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 12,100  | D          | \$33.01 | 4,201,784   | D  |   |
| COMMON STOCK                    | 06/09/2005 <sup>(1)</sup>            |  | s                              |   | 1,900   | D          | \$33.09 | 4,199,884   | 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 |   |  |  |   |  |

**Explanation of Responses:**

1. Sales of shares made in accordance with a selling plan dated May 04, 2005 that is intended to comply with Rule 10b5-1(c).

**Remarks:**

/s/ William P Bowden Jr as  
attorney-in-fact for Joseph J  
Plumeri      06/10/2005

\*\* 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.**