# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# 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 Addre	1 0		2. Issuer Name <b>and</b> Ticker or Trading Symbol WILLIS GROUP HOLDINGS PLC [ WSH ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MILLWATER GRAHAME J					Director	10% Owner			
		(b. 4: -1 -1) - )	-		Officer (give title below)	Other (specify below)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		Preside	nt			
C/O WILLIS GROUP HOLDINGS PLC			02/03/2010	1	1100100				
51 LIME STRE	ET		_						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable			
ENGLAND	X0	EC3M 7DQ		X	Form filed by One Re	porting Person			
			_		Form filed by More that	an One Reporting Person			
(City)	(State)	(Zip)							

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ate Execution Date,		ction Instr.				5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.14)	
Ordinary Shares, par value \$0.000115 per share	02/03/2010		A <sup>(1)</sup>		80,000	Α	\$0	181,412 <sup>(2)</sup>	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. Transa Code ( 8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Option	\$26.17	02/03/2010		A		150,000 <sup>(3)</sup>		(3)	05/05/2017	Ordinary Shares, par value \$0.000115 per share	150,000	\$0	150,000	D	

#### Explanation of Responses:

1. On May 5, 2009, the reporting person was granted restricted stock units ("RSUs"), which represent the right to receive ordinary shares, par value \$0.000115 per share, of the Issuer after giving effect to the completion of the scheme of arrangement on December 31, 2009 ("Ordinary Shares"). These RSUs vest, subject to achieving performance criteria for the fiscal year ending December 31, 2009, 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date. On February 3, 2010, the performance criteria were met.

2. Includes an aggregate of 100,473 RSUs, subject to the satisfaction of vesting requirements.

3. On May 5, 2009, the reporting person was granted 150,000 options to acquire Ordinary Shares, which vest, subject to achieving performance criteria for the fiscal year ending December 31, 2009, in equal tranches on the second to fifth anniversaries of the grant date. On February 3, 2010, the performance criteria were met.

**Remarks:** 

<u>/s/ Grahame Millwater</u>

\*\* Signature of Reporting Person

02/03/20: 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.

02/<u>03/2010</u>