

**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><u>GOLKIN PERRY</u><br><br>(Last) (First) (Middle)<br><u>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P</u><br><u>9 WEST 57TH STREET</u><br><br>(Street)<br><u>NEW YORK NY 10019</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>WILLIS GROUP HOLDINGS LTD [ WSH ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/13/2005</u>                   |  |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                |  |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 |   |  |   |
| Common Shares                   | 06/13/2005 <sup>(1)</sup>            |  | J                              |   | 13,500  | D          | \$0   | 20,500  | 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 |   |  |  |   |  | Title |
| Phantom Units                              | (2)  | 06/13/2005 <sup>(3)</sup>            |  | A                              |   | 35.67  |     | (4)  | (4)             | Common Stock  | 35.67                                      | \$35.567   | 6,101.78  | D  |       |
| Phantom Units                              | (2)  | 06/13/2005 <sup>(3)</sup>            |  | A                              |   | 690.09   |     | (4)  | (4)             | Common Stock  | 690.09                                     | \$34.416   | 6,791.87  | D  |       |

**Explanation of Responses:**

- The shares previously held by the reporting person included 30,000 shares held in a family partnership, by virtue of which the reporting person was deemed to have an interest. 13,500 of these shares were transferred out of the family partnership during 2002 (the precise date cannot be determined by the reporting person) as a consequence of which the reporting person was no longer deemed to have an interest in them. Such interests in the Issuer did not become reportable under Form 3 or 4 until December 2002, upon the Issuer becoming a 'domestic issuer' for SEC reporting purposes. Due to an administrative oversight, the number of shares in which the reporting person was interested, as reported on his Form 3, did not reflect the reduction in such shares by virtue of the above disposition, and subsequent Forms 4 continued to assume an interest in these shares.
- Phantom Stock units convert to common shares on a one-for-one basis.
- The transaction date is the date on which the units were allocated to the reporting person's account under the Willis Group Holdings Limited Non-Employee Director's Deferred Compensation Plan
- These shares of phantom stock become payable, in cash or common stock, at the election of the reporting person, upon the reporting person's termination of service as a director.

/s/ MICHAEL P CHITTY                      06/13/2005  
attorney-in-fact  
 \*\* 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.