

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>HEARN PETER C</b>  (Last) (First) (Middle) <b>C/O WILLIS GROUP HOLDINGS PLC</b> <b>51 LIME STREET</b>  (Street) <b>LONDON, ENGLAND X0 EC3M 7DQ</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>WILLIS GROUP HOLDINGS PLC [ WSH ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO, Willis Re</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/03/2010</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Ordinary Shares, par value \$0.000115 per share	02/03/2010		A <sup>(1)</sup>		40,000	A	\$0	94,431 <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. 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		Date Exercisable	Expiration Date						Title
Option	\$26.17	02/03/2010		A		100,000 <sup>(3)</sup>	(3)	05/05/2017	Ordinary Shares, par value \$0.000115 per share	100,000	\$0	100,000	D	

**Explanation of Responses:**

- 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.
- Includes an aggregate of 76,267 RSUs, subject to the satisfaction of vesting requirements.
- On May 5, 2009, the reporting person was granted 100,000 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:**

/s/ Peter C. Heam 02/03/2010  
 \*\* 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.