Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287

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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* Bodnar Anne Donovan				er Name and Ticker LIS TOWERS		^{nbol} <u>N PLC</u> [WLTW]	5. Rela (Check	uer Dwner		
(1 aat)		(h (h - h - h - h)					X	Officer (give title below)	Other below)	(specify
(Last) (First) (Middle) C/O WILLIS GROUP LIMITED				of Earliest Transact 2016	ion (Month/Da	y/Year)		Head of Hur	nan Resources	
51 LIME STRE	(E.I.									
(Street)			4. If Am	endment, Date of O	riginal Filed (N	Ionth/Day/Year)		idual or Joint/Group		,
LONDON	X0						X	Form filed by One Form filed by More	1 0	
(City)	(State)	(Zip)						Form med by More	e than One Repor	ung Person
	(Onne)	(4-14)								
		Table I - No	n-Derivative S	Securities Acq	uired, Disp	osed of, or Benefic	ially O	wned		
1. Title of Security	v (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) of	or	5. Amount of	6. Ownership	7. Nature of

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Code (Instr.		4. Securities A Disposed Of (D		, 4 and 5)	Securities Beneficially Owned	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(1150.4)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cans, 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)		
Restricted Share Unit	\$0	01/05/2016		A		10.0813 ⁽¹⁾		08/08/1988	08/08/1988	Ordinary Shares, nominal value \$0.000304635 per share	10.0813	\$123	1,129.0813	D	
Restricted Share Unit	\$0	01/05/2016		A		6.7209 ⁽²⁾		08/08/1988	08/08/1988	Ordinary Shares, nominal value \$0.000304635 per share	6.7209	\$0	1,135.8022	D	

Explanation of Responses:

1. Represents dividends acquired pursuant to the participant's deferral election under the Towers Watson Non-Qualified Deferred Savings plan for US Employees (the "Plan").

2. Represents dividends acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Plan and credited to the participant's account in the form of RSUs under the Plan.

/s/ Thomas Scholtes, attorney-in-01/07/2016

fact for Ms. Bodnar

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.