

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Greene John</u> (Last) (First) (Middle) C/O WILLIS GROUP HOLDINGS PLC 51 LIME STREET (Street) LONDON, X0 EC3M 7DQ ENGLAND (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [WSH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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, nominal value \$0.000115 per share	11/09/2015		F		804 ⁽¹⁾	D	\$44.14	13,532	D	
Ordinary Shares, nominal value \$0.000115 per share	11/09/2015		A		15,323 ⁽²⁾	A	\$0.00	28,855 ⁽³⁾	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
Stock Option (right to buy)	\$44.05	11/09/2015		A		39,964		(4)	11/09/2023	Ordinary Shares, nominal value \$0.000115 per share	39,964	\$0.00	39,964	D	

Explanation of Responses:

- Withholding of shares by Issuer incident to the tax payment related to the vesting and settlement of an aggregate of 1,710 restricted share units ("RSUs") granted on December 16, 2014.
- Comprised of 15,323 RSUs, which represent the right to receive ordinary shares, par value \$0.000115 per share, of the Issuer. The RSUs shall vest 33% on each of the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.
- Includes an aggregate of 27,949 RSUs, which represent the right to receive ordinary shares, par value \$0.000115 per share, of the Issuer, subject to the satisfaction of vesting requirements.
- The shares underlying the option will vest as to 33% on each of the first and second anniversaries of the grant date and as to 34% on the third anniversary of the grant date.

Remarks:

/s/ John Greene by Cindy Hanna, Attorney-in-Fact (power 11/11/2015 of attorney previously filed)

** 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.