FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGE
Instruction 1(b).	Filed pursuant to Section 1

GES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* HEARN PETER C						2. Issuer Name and Ticker or Trading Symbol WILLIS GROUP HOLDINGS LTD [WSH]								(Chec	k all appli Directo	all applicable) Director Officer (give title		10% O	/ner		
(Last) 51 LIME	(F E STREET	irst)) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/22/2009								X Officer (give title Other (specify below) CEO, Willis Re					
(Street)	N X		- 4. l	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line) X	Form	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(S	,	(Zip) le I - N o	on-Deri	vative	e Sec	urit	ies Ac	quired	, Di	sposed o	of, or Be	nefic	ially	Owned						
1. Title of Security (Instr. 3) 2. Trans. Date				2. Transa	ction	2A. Exe	2A. Deemed Execution Date, if any (Month/Day/Year)				4. Securitie	Securities Acquired (A) or sposed Of (D) (Instr. 3, 4 a			5. Amou Securiti Benefic Owned	unt of es ially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)			(Instr. 4)		
Common	Shares			06/22/	/2009	0	6/22/	/2009	С		3,571	A	\$	0	19	,589	D				
Common	Shares			06/24/	/2009	0	6/24/	/2009	S		1,425	D	\$26.	2014	18	,164	D				
		Т	able II								posed of converti				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/I		4. Transa Code (8)		on of		6. Date Exercis Expiration Dat (Month/Day/Ye		te	7. Title and Amount of Securities Underlying Derivative Securi (Instr. 3 and 4)		S (I	. Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amou or Numb of Share	er							
Restricted Stock Units	\$0	06/22/2009 ⁽¹⁾			С			3,571	06/20/20	80	06/20/2011	Common	3,57	1	\$0	36,267	7	I	Right to Receive		

Explanation of Responses:

1. Vesting of restricted stock units ("RSUs") granted June 20, 2006 $\,$

/s/ Shaun K. Bryant as

attorney-in-fact for Peter

Hearn.

** Signature of Reporting Person Date

06/24/2009

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.