

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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

<b>1. Name and Address of Reporting Person*</b> <u>Rosman Adam L.</u> <hr/> (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u> <hr/> (Street) <u>LONDON, X0 EC3M 7DQ</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 05/07/2012	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>WILLIS GROUP HOLDINGS PLC [ WSH ]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> X Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>Group General Counsel</u></p>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person Form filed by More than One Reporting Person <input type="checkbox"/>
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>			

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option	02/02/2010 <sup>(1)</sup>	02/02/2017	Ordinary Shares, nominal value \$0.000115 per share	60,000	24.54	D	
Option	05/05/2011 <sup>(2)</sup>	05/05/2017	Ordinary Shares, nominal value \$0.000115 per share	10,000	26.17	D	
Option	05/02/2014 <sup>(3)</sup>	05/02/2019	Ordinary Shares, nominal value \$0.000115 per share	4,329	41.51	D	

**Explanation of Responses:**

1. On February 2, 2009, options were granted to the reporting person. The options are fully exercisable; they became exercisable as to 20,000 shares on each of the first, second and third anniversaries of the grant date.
2. On May 5, 2009, options were granted to the reporting person. The options become exercisable as to 2,500 shares on each of the second, third, fourth and fifth anniversaries of the grant date.
3. On May 2, 2011, options were granted to the reporting person. The options become exercisable as to 2,164 shares on the third anniversary of the grant date and 2,165 shares on the fourth anniversary of the grant date.

/s/ Adam L. Rosman

05/15/2012

\*\* 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 5 (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.