

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Estimated average burden

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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* <u>Hearn Stephen Patrick</u> <hr/> (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u> <hr/> (Street) <u>LONDON, ENGLAND X0 EC3M 7DQ</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2012	3. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [WSH]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chrmn & CEO Willis Global</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)
Ordinary Shares, nominal value \$0.000115 per share	4,700 ⁽¹⁾	D	

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

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	11/03/2011	11/03/2015	Ordinary Shares, nominal value \$0.000115 per share	25,000 ⁽²⁾	25.79	D	

Explanation of Responses:

1. Includes an aggregate of 3,400 RSUs subject to the satisfaction of vesting requirements.

2. Option vests 50%, 25% and 25% on the third, fourth and fifth anniversaries of the grant date. The first installment vested on November 3, 2011, and the final two vestings will occur on November 3, 2012 and November 3, 2013.

/s/ Stephen Patrick Hearn

01/06/2012

** 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.