FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

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Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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

OMB APPROVAL

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Name and Address of Reporting Person* Rosman Adam L.		2. Issuer Name and Ticker or Trading Symbol WILLIS GROUP HOLDINGS PLC [WSH]								Check all ap	plicable) ctor	10% C					
(Last) (First) (Middle) C/O WILLIS GROUP HOLDINGS PLC 51 LIME STREET		3. Date of Earliest Transaction (Month/Day/Year) 03/07/2013								X Olitice (give title Other (specify below) Group General Counsel							
ND X(DQ								ne) X For	,					
	Tabl	e I - No	n-Deriva	ative	Secu	rities	Acc	quired	, Dis	posed o	f, or	Ber	neficia	ally Own	ed		
Date		Execution Date,						Beneficially Owned Following		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	Trans	action(s)		(111501.4)				
Ordinary Shares, nominal value \$0.000115 per share		03/07/2	7/2013				A		5,247(1)	A	\$0.0	000 1	2,546 ⁽²⁾	D		
	Та													y Owned	l		,
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		n Date,	4. Transaction Code (Instr. 8)		of I		6. Date Exercisable and Expiration Date (Month/Day/Year)		and 4)		nstr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fi LLIS GROU E STREET ON, XO (SI Security (Inst	(First) (Carried and Carried a	(First) (Middle) LLIS GROUP HOLDINGS PLC E STREET ON, X0 EC3M 7 (State) (Zip) Table I - No Security (Instr. 3) Shares, nominal value \$0.000115 Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle) LLIS GROUP HOLDINGS PLC E STREET ON, X0 EC3M 7DQ (State) (Zip) Table I - Non-Deriv. Security (Instr. 3) 2. Transac Date (Month/Date (Month/Date Price of Derivative Price of Derivative (Month/Day/Year) 2. Table II - Derivating (e.g., put (Month/Day/Year) (Month/Day/Year)	2. Iss IN Adam L. (First) (Middle) LLIS GROUP HOLDINGS PLC E STREET ON, ND Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Se (e.g., puts, ca Conversion or Exercise Price of Derivative (Month/Day/Year) Code (Ir Operivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Iss WI 3. 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If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4) Table III - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) Security 3. Transaction Date (Execution Date, if any (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) Security 3. Transaction Date (Execution Date, if any (Month/Day/Year) Security 3. Transaction Date (Execution Date, if any (Month/Day/Year) Security 3. Transaction Date (Execution Date, if any (Month/Day/Year)) Solve Transaction Date (A) or Disposed of (D) (Instr. 3, 4)	Conversion or Exercise Price of Derivative Security Conversion or Exercise Price of Derivative Security	2. 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Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Is Other below, Group General Counsel 5. Relationship of Reporting Person(s) to Securities Is Other below, Group General Counsel 6. Individual or Joint/Group Filing (Check A Line) 7. Form filed by One Reporting Person(s) to Is Other Beneficially Owned (Inst. 4) 6. A Securities Acquired (A) or Price (Inst. 5) 6. Amount (Inst. 3, 4 and 5) 8. Amount (

Explanation of Responses:

1. On December 26, 2012, the reporting person was granted 5,963 restricted share units ("RSUs"), which represent the right to receive ordinary shares, par value \$0.000115 per share, of Willis Group Holdings Public Limited Company (the "Company"), which would be subject to the Company achieving certain performance criteria for the fiscal year ended December 31, 2012. Based on the Company's performance, the RSUs listed above were earned and shall vest 50% on each of the second and third anniversaries of the date of grant.

(D)

Date Exercisable Expiration Date

2. Includes an aggregate of 12,546 RSUs subject to the satisfaction of vesting requirements. This amount gives effect to the RSUs that were granted on December 26, 2012.

/s/ Adam L. Rosman 03/11/2013

** Signature of Reporting Person Date

Number

Shares

Title

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).

Code

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.