

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

1. Name and Address of Reporting Person* <u>Wood Stephen Edward</u> <hr/> (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u> <hr/> (Street) <u>LONDON X0 EC3M7DQ</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/19/2010	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) <p style="text-align: center;"><u>Interim CFO</u></p>	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)
<u>ordinary shares</u>	<u>5,000⁽¹⁾</u>	<u>D</u>	

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			
<u>option to acquire ordinary shares</u>	<u>(2)</u>	<u>05/06/2015</u>	<u>ordinary shares</u>	<u>8,332</u>	<u>37.06</u>	<u>D</u>	
<u>option to acquire ordinary shares</u>	<u>(3)</u>	<u>05/05/2017</u>	<u>ordinary shares</u>	<u>10,000</u>	<u>26.17</u>	<u>D</u>	

Explanation of Responses:

1. Represents 5,000 restricted stock units ("RSUs"), which represent the right to receive ordinary shares, nominal value \$0.000115 per share, of the issuer ("Shares"). These RSUs vest 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date. The RSUs were subject to 2009 performance conditions that were met.

2. On May 6, 2008, Mr. Wood was granted 25,000 options to acquire Shares which are subject to the achievement of financial performance targets in 2008, 2009 and 2010. Upon the achievement of such performance targets the options will become exercisable 50% on the 3rd anniversary, 25% on the 4th anniversary and 25% on the 5th anniversary. The 2008 performance targets were met resulting in the vesting of the option as to 8,332 Shares.

3. On May 5, 2009, Mr. Wood was granted options to acquire Shares which vest in equal tranches on the second, third, fourth and fifth anniversaries of the grant date. The options were subject to 2009 performance conditions that were met.

/s/ Stephen E. Wood

03/01/2010

** 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.