SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Burwell Michael J	WILLIS TOWERS WATSON PLC [WLTW]	Director / 10% Owner X Officer (give title below) / Other (specify below) **Chief Financial Officer**
(Last) (First) (Middle) C/O WILLIS GROUP LIMITED 51 LIME STREET	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2018	
(Street) LONDON X0 EC3M 7DQ	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Unit	(1)	10/15/2018		A		0.4253[(2)]		(1)	(1)	Ordinary Shares, nominal value $0.000304635 per share	0.4253	$0	1,160.8713	D	
Restricted Share Unit	(1)	10/15/2018		A		0.2481[(3)]		(1)	(1)	Ordinary Shares, nominal value $0.000304635 per share	0.2481	$0	1,161.1194	D	
Restricted Share Unit	(1)	10/15/2018		A		3.5866[(4)]		(1)	(1)	Ordinary Shares, nominal value $0.000304635 per share	3.5866	$0	1,164.706	D	

Explanation of Responses:

1. Restricted share units settle for Ordinary Shares, nominal value $0.000304635 per share, on a 1:1 basis 6 months after the reporting person's termination date.

2. Represents dividends acquired pursuant to the participant's deferral election under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees.

3. Represents dividends acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees and credited to the participant's account in the form of restricted share units.

4. Represents dividends acquired pursuant to a contribution made by the Company to the reporting person's account under the Willis Towers Watson Non-Qualified Deferred Savings Plan for U.S. Employees.

/s/ Michael J. Burwell by Elaine Wiggins, Attorney-in-Fact (power of attorney previously filed)   10/17/2018

** Signature of Reporting Person   Date