

## 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>Jones Todd J.</u>  (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u>  (Street) <u>LONDON, ENGLAND X0 EC3M 7DQ</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [ WSH ]</u>	
		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>CEO, Willis North America</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

## 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, nominal value \$0.000115 per share</u>	<u>16,828<sup>(1)</sup></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				
<u>Option</u>	<u>05/05/2011<sup>(2)</sup></u>	<u>05/05/2017</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>50,000</u>	<u>26.17</u>	<u>D</u>
<u>Option</u>	<u>09/15/2004<sup>(3)</sup></u>	<u>09/15/2013</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>3,600</u>	<u>30.35</u>	<u>D</u>
<u>Option</u>	<u>12/26/2014<sup>(4)</sup></u>	<u>12/26/2020</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>10,217</u>	<u>33.54</u>	<u>D</u>
<u>Option</u>	<u>05/06/2011</u>	<u>05/06/2015</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>16,666</u>	<u>37.06</u>	<u>D</u>
<u>Option</u>	<u>01/01/2005<sup>(3)</sup></u>	<u>03/19/2014</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>10,000</u>	<u>38.06</u>	<u>D</u>
<u>Option</u>	<u>05/02/2014<sup>(5)</sup></u>	<u>05/02/2019</u>	<u>Ordinary Shares, nominal value \$0.000115 per share</u>	<u>6,492</u>	<u>41.51</u>	<u>D</u>

## Explanation of Responses:

1. Includes an aggregate of 9,286 RSUs subject to the satisfaction of vesting requirements.

2. On May 5, 2009, the reporting person was granted 50,000 options to purchase ordinary shares, par value \$0.000115 per share, of Willis Group Holdings Public Limited Company (the "Company"), subject to the Company achieving certain performance criteria, which were met. The options vested as to 25% on each of the second, third and fourth anniversaries of the date of grant and shall vest as to 25% on May 5, 2014.

3. These options are fully vested and exercisable.

4. On December 26, 2012, the reporting person was granted 10,217 options to purchase ordinary shares, par value \$0.000115 per share, of the Company. The options shall vest as to 50% on each of the second and third anniversaries of the date of grant.

5. On May 2, 2011, the reporting person was granted 7,088 options to purchase ordinary shares, par value \$0.000115 per share, of the Company, subject to the Company achieving certain performance criteria. 6,492 options were earned and 596 were forfeited. The earned options shall vest 50% on each of the third and fourth anniversaries of the grant date.

/s/ Todd Jones07/09/2013

\*\* 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.