

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 4, 2005

Willis Group Holdings Limited

(Exact Name of Registrant as Specified in Its Charter)

Bermuda

(State or Other Jurisdiction of Incorporation)

001-16503

98-0352587

(Commission File Number)

(IRS Employer Identification No.)

c/o Willis Group Limited
Ten Trinity Square
London EC3P 3AX, England

(Address of Principal Executive Offices)

(44) (20) 7488-8111

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8. 01 Other Events

On May 4, 2005 Willis Group Holdings Limited (WGHL) issued a press release announcing that Chairman and Chief Executive Officer Joe Plumeri has adopted a pre-arranged, personal trading plan in accordance with guidelines specified by Rule 10b5-1 under the Securities Exchange Act of 1934. The press release is attached as Exhibit 99.1 hereto.

Rule 10b5-1 permits insiders to sell fixed portions of their holdings over a designated period of time by establishing pre-arranged written plans at a time when they are not in possession of material non-public information.

Mr. Plumeri's Rule 10b5-1 plan authorizes his stockbroker to sell 2,350,000 shares of his Willis common stock in installments commencing in June 2005. After giving effect, Mr. Plumeri will continue to hold approximately 2.4 million shares and options of Willis common stock.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of WGHL dated May 4, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLIS GROUP HOLDINGS LIMITED

Date: May 4, 2005

By: /s/ William P. Bowden, Jr.

Name: William P. Bowden, Jr.
Title: General Counsel

EXHIBIT INDEX

Exhibit No.

99.1

Description

Press Release of WGHL dated May 4, 2005

Willis Group Chairman and CEO Adopts 10b5-1 Share Trading Plan

NEW YORK--(BUSINESS WIRE)--May 4, 2005--Willis Group Holdings Limited (NYSE: WSH), the global insurance broker, announced today that Chairman and Chief Executive Officer Joe Plumeri has adopted a pre-arranged, personal trading plan in accordance with guidelines specified by Rule 10b5-1 under the Securities Exchange Act of 1934.

Rule 10b5-1 permits insiders to sell fixed portions of their holdings over a designated period of time by establishing pre-arranged written plans at a time when they are not in possession of material non-public information.

In the Company's 2005 Proxy Statement, the Compensation Committee of the Company's Board of Directors indicated that, although Willis utilizes its stock and options as a significant element of compensation for employees, the Committee has encouraged Mr. Plumeri and other Executive Officers to consider regularly disposing of portions of their Willis stock in order to diversify their assets.

Mr. Plumeri's Rule 10b5-1 plan, effective today, authorizes his stockbroker to sell 2,350,000 shares of his Willis common stock in installments commencing in June 2005. After giving effect, Mr. Plumeri will continue to hold approximately 2.4 million shares and options of Willis common stock.

Willis Group Holdings Limited is a leading global insurance broker, developing and delivering professional insurance, reinsurance, risk management, financial and human resource consulting and actuarial services to corporations, public entities and institutions around the world. With over 300 offices in some 80 countries, its global team of 15,800 associates serves clients in some 180 countries. Additional information on Willis may be found on its web site www.willis.com.

This press release may contain certain statements relating to future results, which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated, depending on a variety of factors such as general economic conditions in different countries around the world, fluctuations in global equity and fixed income markets, changes in premium rates, the competitive environment and the actual cost of resolution of contingent liabilities. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results are contained in the Company's filings with the Securities and Exchange Commission.

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