

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>BETHUNE GORDON M</u> (Last) (First) (Middle) <u>C/O CONTINENTAL AIRLINES, INC.</u> <u>19TH FLOOR, 1600 SMITH STREET</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/13/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS LTD [WSH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	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 <input type="checkbox"/> 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>Common Stock</u>	<u>0</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>Common Stock</u>	<u>05/13/2005</u>	<u>05/13/2014</u>	<u>Common Stock</u>	<u>6,000</u>	<u>34.7</u>	<u>I</u>	<u>Right to buy</u>
<u>Common Stock</u>	<u>05/13/2006</u>	<u>05/13/2014</u>	<u>Common Stock</u>	<u>6,000</u>	<u>34.7</u>	<u>I</u>	<u>Right to buy</u>
<u>Common Stock</u>	<u>05/13/2007</u>	<u>05/13/2014</u>	<u>Common Stock</u>	<u>6,000</u>	<u>34.7</u>	<u>I</u>	<u>Right to buy</u>
<u>Common Stock</u>	<u>05/13/2008</u>	<u>05/13/2014</u>	<u>Common Stock</u>	<u>6,000</u>	<u>34.7</u>	<u>I</u>	<u>Right to buy</u>
<u>Common Stock</u>	<u>05/13/2009</u>	<u>05/13/2014</u>	<u>Common Stock</u>	<u>6,000</u>	<u>34.7</u>	<u>I</u>	<u>Right to buy</u>

Explanation of Responses:

/s/ Michael P Chitty, as
attorney-in-fact for Gordon 05/19/2004
Bethune

** 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.