

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Margrett David</u>			2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS LTD [ WSH ]</u>			5. 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>Chrmn. &amp; CEO - Global Spec.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2007</u>			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		
<u>TEN TRINITY SQUARE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LONDON X0 EC3P 3AX</u>								
(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
COMMON STOCK	\$43.21	06/04/2007 <sup>(1)</sup>		A		86		08/01/2010	02/01/2011	Common	86	\$43.51	210,990	I	Right to Buy
COMMON STOCK	\$43.21	06/04/2007 <sup>(2)</sup>		A		173		08/01/2010	02/01/2011	Common	173	\$43.51	211,163	I	Right to Buy

**Explanation of Responses:**

- Option granted over 86 shares under an all-employee share plan. Confirmation from plan administrator that grant made to the Reporting Person received July 6th, 2007. Exercise price GBP21.78 based on US Dollar price of \$43.51 on May 10, 2007, the date on which the price was set in accordance with the rules of the UK Sharesave Plan.
- Option granted over 173 shares to Spouse under an all-employee share plan. Confirmation from plan administrator that grant made to the Reporting Person received July 6th, 2007. Exercise price GBP21.78 based on US Dollar price of \$43.51 on May 10, 2007, the date on which the price was set in accordance with the rules of the UK Sharesave Plan.

Michael P. Chitty as attorney-in-fact for David Basil 07/06/2007  
Margrett

\*\* 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 4 (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.