## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol WILLIS GROUP HOLDINGS LTD [ WSH ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>PLUMERI JOSEPH J</u>				X	Director	10% Owner			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)			
C/O WILLIS GROUP HOLDINGS LIMITED			06/10/2005	Chairman and CEO					
<b>10 TRINITY</b>	SQUARE								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable			
LONDON	X0	EC3P 3AX		X	Form filed by One Re	porting Person			
			-		Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)		1					

## 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)			Acquired (D) (Instr	(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
COMMON STOCK	06/10/2005(1)		S		1,100	D	\$32.37	4,072,884	D	
COMMON STOCK	06/10/2005(1)		S		1,100	D	\$32.09	4,071,784	D	
COMMON STOCK	06/10/2005(1)		S		1,600	D	\$32.05	4,070,184	D	
COMMON STOCK	06/10/2005(1)		S		100	D	\$32.01	4,070,084	D	
COMMON STOCK	06/10/2005 <sup>(1)</sup>		S		1,500	D	\$31.86	4,068,584	D	
COMMON STOCK	06/10/2005 <sup>(1)</sup>		S		1,000	D	\$31.83	4,067,584	D	
COMMON STOCK	06/10/2005(1)		S		900	D	\$31.8	4,066,684	D	
COMMON STOCK	06/10/2005(1)		S		200	D	\$31.85	4,066,484	D	
COMMON STOCK	06/10/2005(1)		S		400	D	\$31.88	4,066,084	D	
COMMON STOCK	06/10/2005(1)		S		1,100	D	\$32.07	4,064,984	D	
COMMON STOCK	06/10/2005 <sup>(1)</sup>		S		1,100	D	\$32.03	4,063,884	D	
COMMON STOCK	06/10/2005 <sup>(1)</sup>		S		800	D	\$32.08	4,063,084	D	
COMMON STOCK	06/10/2005(1)		S		3,300	D	\$32.88	4,059,784	D	
COMMON STOCK	06/10/2005(1)		S		6,700	D	\$32.16	4,053,084	D	
COMMON STOCK	06/10/2005(1)		S		4,400	D	\$32.18	4,048,684	D	
COMMON STOCK	06/10/2005(1)		S		900	D	\$32.19	4,047,784	D	
COMMON STOCK	06/10/2005(1)		S		3,000	D	\$32.17	4,044,784	D	
COMMON STOCK	06/10/2005 <sup>(1)</sup>		S		11,800	D	\$32.15	4,032,984	D	
COMMON STOCK	06/10/2005(1)		s		3,000	D	\$32.14	4,029,984	D	
COMMON STOCK	06/10/2005(1)		S		4,900	D	\$32.13	4,025,084	D	
COMMON STOCK	06/10/2005(1)		s		2,100	D	\$32.12	4,022,984	D	
COMMON STOCK	06/10/2005(1)		S		3,300	D	\$32.11	4,019,684	D	
COMMON STOCK	06/10/2005(1)		S		800	D	\$31.98	4,018,884	D	

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

					- 1					-	
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)

		Ta	ble II - Deriva (e.g., p					ired, Disp options, o	· ·		or	y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date.	<b>C</b> .ode Transe		(6A)Nu	m(160e)r	ExDecties Elatero	isΩabtle and	7itītētle Amour	aSallodares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Beplanation 1. Sales of sha Remarks	of Bespises Price of Derivative Security	etMonth/Day/Year) cordance with a selli	if any (Month/Day/Year) ng plan dated May 0/ ph J Plumeri on 06-1	<b>Code (</b> 4, 2005 t	1	Secu Itended Acqu (A) of Dispo of (D)	r osed ) 1. 3, 4	(Month/Day/) ply with Rule 1	<b>′ear)</b> 10b5-1(c).	Securit Underl Derivat Securit and 4)	ies ying	Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
										orney-i umeri-	in-fact for	<u>r Joseph J</u>	<u>06/13/200</u>	<u> 5</u> 	
												ting Person	Date		
Reminder: R * If the form	eport on a se is filed by mo	parate line for each e than one reportir	class of securities g person, see Instr	benefic u <b>ctiae</b> 4	sially ov 4 <b>(</b> b)(v)	vned c (A)	irectly (D)	or indirectly. Date Exercisable	Expiration Date	Title	Number of Shares				

\*\* 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.

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