SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MCCANN JAMES F	WILLIS GROUP HOLDINGS PLC [WSH]	X Director ☐ 10% Owner
(Last) (First) (Middle)		☐ Officer (give title below) ☐ Other (specify below)
C/O WILLIS GROUP HOLDINGS PLC	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2011	
51 LIME STREET		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
LONDON, ENGLAND X0 EC3M 7DQ		X Form filed by One Reporting Person
(City) (State) (Zip)		☐ Form filed by More than One Reporting Person

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			
Ordinary Shares, nominal value $0.000115 per share	03/16/2011		M		5,000	A	$34.15	15,014[(1)]	D	
Ordinary Shares, nominal value $0.000115 per share	03/16/2011		S		4,650	D	$38.9532[(2)]	10,364[(1)]	D	

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	Amount or Number of Shares				
Option	$34.15	03/16/2011		M			5,000	05/04/2007[(3)]	05/04/2011	Ordinary Shares, nominal value $0.000115 per share	5,000	$34.15	0.0000	D	

Explanation of Responses:

1. Includes 4,230 restricted stock units, subject to deferred settlement or the satisfaction of vesting requirements.

2. The number of securities disposed of represents the aggregate number of shares sold in multiple open market transactions having prices ranging from $38.95 to $38.96003 per share. The price listed in Table I represents the weighted average sale price for such sales. The reporting person undertakes to provide the staff of the Securities and Exchange Commission, the Issuer, or a stockholder of the Issuer, upon request, information regarding the number of shares sold at each separate price within the range.

3. The option vested in full on May 4, 2007.

/s/ James F. McCann	03/16/2011
** 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.