SEC Form 4

FORM 4

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

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* **Hearn Stephen Patrick**	2. Issuer Name **and** Ticker or Trading Symbol **WILLIS GROUP HOLDINGS PLC** [**WSH**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O WILLIS GROUP HOLDINGS PLC 51 LIME STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2015	Director 10% Owner X Officer (give title below) Other (specify below) **Group Deputy CEO**
(Street) LONDON X0 EC3M 7DQ (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	01/29/2015		M		1,069	A	$23.87	67,494[(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				
Sharesave Option (Right to Buy)[(2)]	$23.87	01/29/2015		M			1,069	08/01/2014	02/02/2015	Ordinary Shares, nominal value $0.000115 per share	1,069	$0.00	0	D	

Explanation of Responses:

1. Includes an aggregate of 45,823 RSUs, which represent the right to receive ordinary shares, par value $0.000115 per share, of the Issuer, subject to the satisfaction of vesting requirements.

2. This option was granted to Mr. Hearn pursuant to the 2001 Sharesave Plan (the "Sharesave Plan") on June 25, 2009. With limited exceptions, the 2001 Sharesave Plan was generally made available to all employees and eligible employees were invited to enter into savings contracts under which they agree to have amounts ranging from GBP5 to GBP250 deducted from their net salary each month. These sums are held within special savings accounts operated by Yorkshire Building Society, an appointed independent savings carrier. At the end of the five-year savings period, the participants can decide to exercise their options. If the participant decides they want to exercise their options they must do so within six months from the maturity of the savings contract.

Remarks:

/s/ Stephen Hearn by Cindy Hanna, Attorney-in-Fact (power of attorney previously filed)   01/30/2015

** 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.