

| OMB APPROVAL | |
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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

| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>WRIGHT TIMOTHY D</u> (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS PLC</u> <u>51 LIME STREET</u> (Street) <u>LONDON, ENGLAND X0 EC3M 7DQ</u> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS PLC [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>CEO, Willis International</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2013</u> | | | | | |
| | | | 4. 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 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 | 11/22/2013 | | M | | 163,743 | A | \$34.42 | 210,718 ⁽¹⁾ | D | |
| Ordinary Shares, nominal value \$0.000115 per share | 11/22/2013 | | M | | 27,775 | A | \$34.42 | 238,493 ⁽¹⁾ | D | |
| Ordinary Shares, nominal value \$0.000115 per share | 11/22/2013 | | S | | 191,518 | D | \$44.9891 ⁽²⁾ | 46,975 ⁽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 |
| Option | \$34.42 | 11/22/2013 | | M | | 163,743 | | 09/01/2009 ⁽³⁾ | 09/01/2016 | Ordinary Shares, nominal value \$0.000115 per share | 163,743 | \$0.0000 | 0.0000 | D | |
| Option | \$34.42 | 11/22/2013 | | M | | 27,775 | | 09/01/2011 ⁽⁴⁾ | 09/01/2015 | Ordinary Shares, nominal value \$0.000115 per share | 27,775 | \$0.0000 | 0.0000 | D | |

Explanation of Responses:

- Includes an aggregate of 30,857 restricted stock units, subject to the satisfaction of vesting requirements.
- The number of securities disposed of represents the aggregate number of shares sold in multiple open market transactions having prices ranging from \$44.85 to \$45.20 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.
- The stock options became fully exercisable on September 1, 2012.
- The stock options became fully exercisable on September 1, 2013.

/s/ Timothy D. Wright 11/26/2013

** 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.