RM 3	-	OMB .	APPROVAL	
	C E E	MB Number xpires: stimated aver	3235-0104 January 31, 2005 age burden hours 0.5	
U.S. SI	ECURITIES AND EXCHANGE WASHINGTON, DC 20549	COMMISSION		
INITIAL STATEMEN	NT OF BENEFICIAL OWNERS	HIP OF SECURI	TIES	
	on 16(a) of the Securit Public Utility Holding of the Investment Com	Company Act	of 1935 or	
Name and Address of Rep	porting Person			
KKR Associates II (1996),				
(Last)	(First)			
c/o KKR 1996, Overseas, Li				
	(Street)			
Ugland House P.O. Box 309 George Town, Grand Cayman Cayman Islands				
(City)	(State)	(Zi		
Date of Event Requiring	Statement (Month/Dov/	Year)		
12/31/02	J Statement (Month, Day)	ical)		
	Number of Deporting De	raan (Nalunta	~~~)	
IRS or Social Security	Number of Reporting Pe	rson (vorunca	L Y)	
Issuer Name and Ticker	or Trading Symbol			
Willis Group Holdings 1				
Relationship of Report:				
(Check all applicable)	ing rerson(3) to issuer			
[_] Director [_] Officer (give tit:		10% Owner Other (spec	ify below)	
If Amendment, Date of (Driginal (Month/Day/Yea	r)		
Individual or Joint/Gro	oup Filing (Check Appl	icable Line)		
[X] Form filed by One	Reporting Person			
[_] Form filed by More	e than one Reporting Pe			
Table I Non-	-Derivative Securities	-		
Title of Security (Instr. 4)		lly Owned	3. Ownership Form: Direct (D) or Indirect	 Nature of Indirect Beneficial Ownershi (Instr. 5)
Common Stock	59,069,03	7	I	See Note 1

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		xercisable piration Date	 Title and Amount of Securities Underlying Derivative Security (Instr. 4) 		4. Conver-	5. Owner- ship Form of Derivative Security:	
		/Day/Year)		Amount or	sion or Exercise	Direct (D) or	6. Nature of Indirect
 Title of Derivative Security (Instr. 4) 	Date Exer- cisable	Expira- tion Date	Title	Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	Beneficial Ownership (Instr. 5)

==:	

Explanation of Responses:

** 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.

See attached page

1/09/03 ----- Date

**Signature of Reporting Person

Page 2 of 5 SEC 1473 (7/96) Signature of Reporting Person

KKR ASSOCIATES II (1996), LIMITED PARTNERSHIP

- By: KKR 1996 Overseas, Limited, general partner
- By: /s/ William J. Janetschek Name: William J. Janetschek Title: Attorney-in-fact for Perry Golkin

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Willis Group Holdings Limited WSH

Note 1 to Form 3

The reported shares are directly held by Profit Sharing (Overseas), Limited Partnership. KKR 1996 Overseas, Limited is the general partner of KKR Associates II (1996), Limited Partnership, which is the general partner of KKR 1996 Fund (Overseas) Limited Partnership, which is the general partner of Profit Sharing (Overseas), Limited Partnership. Thus, the Reporting Person may be deemed to be the beneficial owner of such shares. However, pursuant to Rule 16-(a)1(2) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims that it is the beneficial owner of such shares, except to the extent of its pecuniary interest in such shares.

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POWER OF ATTORNEY

Know all men by these presents that Pent' Golkin does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or limited partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of KKR Associates, L.P., KKR Associates 1996 L.P., KKR 1996 GP L.L.C., KKR Associates II (1996) Limited Partnership, KKR 1996 Overseas, Limited, KKR Associates (Strata) L.P., Strata L.L.C., KKR Associates (KLC) L.P., KKR-KLC, L.L.C., KKR Associates (NXS) L.P., KKR-NXS, L.L.C., KKR Associates Europe, Limited Partnership, KKR Europe Limited, KKR Associates Millennium L.P. and KKR Millennium GP LLC (including any amendments or supplements to any reports, forms or schedules previously filed by such persons or entities): (i) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 14G, statements on Form 3, Form 4 and Form S and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

> /s/ Perry Golkin ------Name: Perry Golkin

Date: February 28, 2002

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