FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OM	ΙB	APPROVAL

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

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

Color Colo	1. Name and Address of Reporting Person* PLUMERI JOSEPH J					2. Issuer Name and Ticker or Trading Symbol WILLIS GROUP HOLDINGS LTD [WSH]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
Common Stock	C/O WILLIS GROUP HOLDINGS LIMITED														below) below)		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securities Acquired, Disposed of Originaria, A and Securities Acquired (A) of the Securities Acquired (A)	(Street) LONDON X0 EC3P3AX			— 4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	Form filed by One Reporting Person				
2. Transaction 2. T	(City)	(St	ate)	(Zip)												Te than One Reporting	
Date (NorthDay/Year) Execution bary (NorthDay/Year) Executio	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Code V Amount (A) or Price Trainsaction(s) Common STOCK 06/06/2005 G 73,800 D \$0 4,519,384 D Common STOCK 06/06/2005 S 14,700 D \$33,69 4,504,684 D Common STOCK 06/06/2005 S 12,600 D \$33,67 4,486,984 D Common STOCK 06/06/2005 S 12,600 D \$33,67 4,486,984 D Common STOCK 06/06/2005 S 3,000 D \$33,66 4,483,984 D Common STOCK 06/06/2005 S 3,000 D \$33,66 4,480,984 D Common STOCK 06/06/2005 S 3,800 D \$33,62 4,471,184 D Common STOCK 06/06/2005 S 3,800 D \$33,62 4,471,184 D Common STOCK 06/06/2005 S 4,800 D \$33,63 4,464,584 D Common STOCK 06/06/2005 S 4,800 D \$33,63 4,464,584 D Common STOCK 06/06/2005 S 4,800 D \$33,63 4,464,584 D Common STOCK 06/06/2005 S 4,800 D \$33,61 4,464,584 D Common STOCK 06/06/2005 S 4,800 D \$33,61 4,464,584 D Common STOCK 06/06/2005 S 4,600 D \$33,71 4,448,484 D Common STOCK 06/06/2005 S 4,600 D \$33,71 4,448,484 D Common STOCK 06/06/2005 S 4,600 D \$33,71 4,448,484 D Common STOCK 06/06/2005 S 4,600 D \$33,71 4,448,484 D Common STOCK 06/06/2005 S 4,600 D \$33,71 4,448,484 D Common STOCK 06/06/2005 S 4,600 D \$33,71 4,448,484 D Common STOCK 06/06/2005 S 4,600 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D \$33,77 4,444,084 D Common STOCK 06/06/2005 S 8,000 D	Date				Execution Date, if any		Transaction Code (Instr.		Disposed Of (D) (Instr. 3,				Securities Beneficially Owned Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
COMMON STOCK 06/06/2005 ⁽¹⁾ 5 14,700 D \$33.69 4,504,684 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 12,600 D \$33.67 4,486,984 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 3,000 D \$33.66 4,483,984 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 3,000 D \$33.64 4,480,984 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 3,000 D \$33.64 4,480,984 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 3,800 D \$33.65 4,477,184 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 7,800 D \$33.65 4,469,384 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 4,800 D \$33.65 4,469,384 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 4,800 D \$33.61 4,464,584 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 4,500 D \$33.71 4,445,7084 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 4,600 D \$33.71 4,448,484 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.71 4,448,884 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.77 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,584 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,584 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,584 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,584 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ 5 1,800 D \$33.75 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ 1. Title of Perivative Securities Securities Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Table II - Derivative Securities Securities Securities Table II - Derivative Securities Securities Securities Table II - Derivative Securities								Code	v	Amount	(A) or (D)	Pri	ce	Transa	ction(s)		(11150.4)
COMMON STOCK	СОММО	N STOCK		06/	06/2005			G		73,800	D	Т	\$ <mark>0</mark>	4,5	19,384	D	
COMMON STOCK	COMMON STOCK 06/9			06/0	06/06/2005(1)			S		14,700 Г		\$3	33.69	4,5	04,684	D	
COMMON STOCK	COMMON STOCK			06/0	06/06/2005(1)			S		5,100	D	\$3	\$33.68		99,584	D	
COMMON STOCK	COMMON STOCK			06/0	06/06/2005(1)			S		12,600	D	\$3	\$33.67 4,4		86,984	D	
COMMON STOCK	COMMON STOCK			06/0	06/06/2005(1)			S		3,000	D	\$3	33.66	4,483,984		D	
COMMON STOCK	COMMON STOCK			06/0	06/06/2005(1)			S		3,000	D	\$3	33.64	4,480,984		D	
COMMON STOCK	COMMON STOCK			06/0	06/06/2005(1)			S	S		D	\$3	\$33.62 4,4		77,184	D	
COMMON STOCK	COMMON STOCK			06/0	06/06/2005(1)			S		7,800	D	\$3	33.65	4,469,384		D	
COMMON STOCK 06/06/2005 ⁽¹⁾ S 4,000 D \$33.72 4,457,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ S 4,000 D \$33.71 4,448,484 D COMMON STOCK 06/06/2005 ⁽¹⁾ S 4,600 D \$33.71 4,448,484 D COMMON STOCK 06/06/2005 ⁽¹⁾ S 2,600 D \$33.75 4,445,884 D COMMON STOCK 06/06/2005 ⁽¹⁾ S 1,800 D \$33.77 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ S 1,800 D \$33.77 4,444,084 D COMMON STOCK 06/06/2005 ⁽¹⁾ S 800 D \$33.85 4,443,284 D COMMON STOCK 06/06	COMMON STOCK			06/0	06/06/2005(1)			S		4,800	D	\$3	33.63	3 4,464,584		D	
COMMON STOCK	COMMON STOCK 06/0			06/0	06/06/2005(1)			S		3,000	D	\$3	\$33.61 4,		61,584	D	
COMMON STOCK	COMMON STOCK 0			06/0	6/2005(1)			S		4,500	D	\$3	\$33.72 4		57,084	D	
COMMON STOCK 06/06/2005(1) S 1,800 D \$33.77 4,444,084 D COMMON STOCK 06/06/2005(1) S 1,800 D \$33.77 4,444,084 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year) 3. Transaction Date Execution Date (Instr. 3) Conversion Or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount or Disposed of (D) (Instr. 4) Amount or Disposed of (D) (Instr. 4) Amount or Disposed of (D) (Instr. 4) Amount or Number of Derivative Securities Sec	COMMON STOCK 0			06/0	6/2005(1)			S		4,000	D	\$	\$33.7 4,		53,084	D	
COMMON STOCK 06/06/2005(1) S 800 D \$33.77 4,444,084 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) Conversion of Exercise Price of Derivative Securities (Month/Day/Year) 2. Conversion of Exercise (Month/Day/Year) (Instr. 3) Conversion of Ocde (Instr. 8) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) Amount of Or (D) (Instr. 3, 4 and 5) Amount of Or (D) (Instr. 3, 4 and 5) Amount of Or Number Or Number Of Or Number Or Number Of Or Number Of Or Number Or Numb	COMMON STOCK 06/06/			6/2005(1)	2005(1)		S		4,600	D	\$3	33.71	4,448,484		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) Price of Derivative Security Secur	COMMON STOCK 06/06/2			6/2005(1)			S		2,600	D	\$3	\$33.75		45,884	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security Price of Derivative Security Security Security 1. Title of Derivative Security Conversion or Exercise Price of Derivative Security Security Security Security Security Month/Day/Year) 1. Title of Derivative Securities Transaction Date (Month/Day/Year) Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) Derivative Securities Acquired (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3 and 4) Amount or Number of Derivative Security (Instr. 4) Amount or Number of Month/Day/Year) Amount or Number of Derivative Security (Instr. 4)	COMMON STOCK 06/06/2			6/2005(1)	2005(1)		S		1,800	D	\$3	33.77	4,444,084		D		
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security (Instr. 3) 2. Conversion of Exercise (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Security (Instr. 3) Code (Instr. 4) 7. Title and Amount of Security (Instr. 5) Cownership Form: Disposed of (D) (Instr. 4 and 5) 1. Nattree (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount or Number of derivative Security (Instr. 4) 8. Price of Derivative Security (Instr. 5) Security (Instr. 4) Amount or Number of derivative Security (Instr. 4) Amount or Number of Mount of Security (Instr. 4) Amount or Number of Mount of Security (Instr. 4) Amount or Number of derivative Security (Instr. 4) Amount or Number of Mount of Security (Instr. 4) Amount or Number of Mount of Security (Instr. 4) Amount of Security (Instr. 4) 1. Nattree (Instr. 4) 1. Nattree of Derivative Security (Instr. 3) Amount of Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 4) Amount of Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 3) Amount of Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 3) Amount of Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 3) Amount of Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 3) Amount of Security (Instr. 4) 1. Nattree of Derivative Security (Instr. 3) Amount of Security (Instr. 4) 2. Number of derivative Security (Instr. 3) Amount of Security (Instr. 4) 3. Transaction (Instr. 4) 4. Derivative Security (Instr. 3) Amount of Security (Instr. 4) 4. Derivative Securi	COMMO	N STOCK		06/0	6/2005(1)			S		800	D	\$3	33.85	4,4	43,284	D	
1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security (Security (Instr. 3)) 2. Conversion of Exercise Price of Derivative Security (Instr. 3) 2. Conversion of Exercise (Month/Day/Year) 3. Transaction Date (Execution Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (D) Ownership Code (Instr. 4) 11. Natt Security (Instr. 3) 12. Conversion of Exprication Date (Month/Day/Year) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Derivative Security (Instr. 3) 16. Date Exprication Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 5) 18. Price of Derivative Security (Instr. 4) 19. Number of Derivative Security (Instr. 4) 10. Ownership Form: Direct (D) Ownership Form: Direct (D) Ownership Security (Instr. 4) 11. Natt Ownership Form: Direct (D) Ownership Security (Instr. 4) 11. Natt Ownership Form: Direct (D) Ownership Security (Instr. 4) 12. Natt Ownership Form: Direct (D) Ownership Security (Instr. 4) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Date Exprication Date (Month/Day/Year) 16. Date Expriation Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 3) 18. Price of Derivative Security (Instr. 4) 19. Number of Amount of Security (Instr. 3) 10. Ownership Form: Direct (D) Ownership Form: Direct																	
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 $1. \ Sales \ of shares \ made \ in \ accordance \ with \ a \ selling \ plan \ dated \ May \ 04, \ 2005 \ that \ is \ intended \ to \ comply \ with \ Rule \ 10b5-1(c).$

/s/ William P Bowden Jr as attorney-in-fact for Joseph J Plumeri.

06/06/2005

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{^{\}star}$ 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.