

| 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*<br><u>ROBERTS DOUGLAS B</u><br><br>(Last) (First) (Middle)<br><u>C/O WILLIS GROUP HOLDINGS PLC</u><br><u>51 LIME STREET</u><br><br>(Street)<br><u>LONDON, X0 EC3M 7DQ</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>WILLIS GROUP HOLDINGS PLC [ WSH ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/21/2014</u>                   |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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 | 02/21/2014                           |  | M                              |   | 15,000 | A   | \$36.48 | 34,571 <sup>(1)</sup> | D   |  |   |
| Ordinary Shares, nominal value \$0.000115 per share | 02/21/2014                           |  | D                              |   | 15,000 | D   | \$42.27 | 19,571 <sup>(1)</sup> | 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 <sup>(2)</sup>                      | \$36.48  | 02/21/2014                           |  | M                              |   | 15,000   |     | 04/21/2005 <sup>(3)</sup>                                | 04/21/2014      | Ordinary Shares, nominal value \$0.000115 per share                               | 15,000                                     | \$0.0000   | 0.0000  | D  |       |

**Explanation of Responses:**

- Includes an aggregate of 2,375 restricted share units ("RSUs") subject to the satisfaction of vesting requirements, as well as 3,189 vested RSUs with a deferred settlement upon the reporting person's separation from service from the Issuer.
- Subsequent to the grant of the option, it was amended such that the reporting person would receive the intrinsic value in cash upon exercise rather than receive shares upon payment of the exercise price.
- The stock option became fully exercisable on April 21, 2009.

/s/ Douglas B. Roberts                      02/25/2014

\*\* 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.