

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>Crowley Michael F</u> _____ (Last) (First) (Middle) <u>C/O WILLIS GROUP HOLDINGS LIMITED</u> <u>51 LIME STREET</u> _____ (Street) <u>LONDON X0 EC3M 7DQ</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>WILLIS GROUP HOLDINGS LTD [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>President, Willis HRH</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/03/2008</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 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			

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
COMMON ⁽¹⁾	\$25.79	11/03/2008		A		50,000		11/03/2011	11/03/2015	COMMON	50,000	\$25.79	50,000	I	Right to acquire
COMMON	\$22.79							10/01/2008	02/07/2012	COMMON	7,255		7,255	I	Right to acquire
COMMON	\$27.12							10/01/2008	02/16/2013	COMMON	34,824		34,824	I	Right to acquire
COMMON	\$29.41							10/01/2008	02/12/2014	COMMON	17,412		17,412	I	Right to acquire
COMMON	\$22.43							10/01/2008	02/11/2015	COMMON	17,412		17,412	I	Right to acquire
COMMON	\$21.51							10/01/2008	05/23/2015	COMMON	8,706		8,706	I	Right to acquire

Explanation of Responses:

1. Option granted on November 3, 2008 over 50,000 shares at an exercise price of \$25.79. Shares subject to the Option become Earned Performance Shares in equal tranches subject to the achievement of financial performance targets in respect of 2008, 2009 and 2010, and such Earned Performance Shares become exercisable 50% on the 3rd anniversary, 25% on the 4th anniversary and 25% on the 5th anniversary.

/s/ Shaun K Bryant as Attorney 11/03/2008
for Michael F Crowley

** 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.