

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

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<div>1. Name and Address of Reporting Person*</div> <div>HEARN PETER C</div> <div>(Last) (First) (Middle)</div> <div>1166 AVENUE OF THE AMERICAS</div> <div>(Street)</div> <div>NEW YORK NY 10036</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>MARSH & MCLENNAN COMPANIES, INC. [MMC]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>02/28/2021</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><div>X</div><div>Director</div><div>10% Owner</div><div>Officer (give title below)</div><div>Other (specify below)</div><div>President & CEO, Guy Carpenter</div></div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><div>X</div><div>Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>
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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			
Common Stock	02/28/2021		M ⁽¹⁾		8,512	A	\$0	18,377.9 ⁽²⁾	D	
Common Stock	02/28/2021		F ⁽¹⁾		4,094	D	\$116.83	14,283.9	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	Amount or Number of Shares				
Restricted Stock Units	(3)	02/28/2021		M ⁽¹⁾			8,512	(4)	(4)	Common Stock	8,512	\$0	1,607	D	

Explanation of Responses:

1. Vesting and distribution to reporting person of 8,512 shares underlying restricted stock units of which 4,094 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 8,512 shares underlying restricted stock units relate to 1,606 restricted stock units that were granted on February 21, 2018, 5,299 restricted stock units relating to performance stock units that were granted on February 21, 2018 for the performance period 2018-2020 and 1,607 restricted stock units that were granted on February 19, 2019.

2. Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan for the quarters ended March 31, June 30, September 30 and December 31, 2020.

3. The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.

4. Not Applicable.

/s/ Tiffany D. Wooley.
Attorney-in-Fact

03/02/2021

** 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.