

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).

OMB APPROVAL	
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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>GROVES RAY J</u>  (Last) (First) (Middle) <u>1166 AVENUE OF THE AMERICAS</u>  (Street) <u>NEW YORK NY 10036-2774</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARSH &amp; MCLENNAN COMPANIES INC [ MMC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>CHIEF EXEC OFFICER, MARSH INC.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/12/2003</u>	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			
<u>COMMON</u>	<u>08/08/2003</u>		<u>J</u>		<u>1,666<sup>(1)</sup></u>	<u>A</u>	<u>(2)</u>	<u>9,576.0087</u>	<u>D</u>	
<u>COMMON</u>	<u>08/08/2003</u>		<u>F</u>		<u>601<sup>(1)</sup></u>	<u>D</u>	<u>\$48.775</u>	<u>8,975.0087</u>	<u>D</u>	
<u>COMMON</u>	<u>08/08/2003</u>		<u>J</u>		<u>1,666<sup>(1)</sup></u>	<u>D</u>	<u>(2)</u>	<u>11,568</u>	<u>I</u>	<u>RESTRICTED STOCK</u>

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					

Explanation of Responses:

1. Vesting and distribution of 1,666 shares of Restricted Stock of which 601 shares were withheld to cover applicable taxes. This filing amends the previous report of this transaction filed on 8/12/2003 by adjusting the number of shares withheld to cover applicable taxes.
2. Not Applicable.

Remarks:

William J. White, Attorney-in-fact 08/20/2003  
\*\* 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.