HALEY JOHN J Form 4 January 04, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * HALEY JOHN J			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer		
			Towers	Watson D	Delaware I	nc. [V	WW]	(Chec	k all applicable)
(Last)	(First)	Middle)	3. Date of	Earliest Tra	ansaction					
901 NORTH	H GLEBE ROAL)	(Month/D 01/01/20	-				X Director X Officer (give below)		Owner er (specify
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check		
ARLINGTO (City)	ON, VA 22203 (State)	(Zip)	· ·	th/Day/Year)			os A agr	Applicable Line) _X_ Form filed by O _ Form filed by M Person uired, Disposed of	Iore than One Re	porting
							-	, <u>•</u>		•
1.Title of Security (Month/Day/Year) Execution (Instr. 3) Execution any (Month/Day		Date, if Transaction(A) or Disp Code (Instr. 3, 4			, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common	01/01/2010			D	100,541	D	\$0	0	D	
Stock							(1)			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or 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 A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 42.47	01/01/2010		D	55,530	01/01/2010(2)	09/09/2016	Class A Common Stock
Deferred Stock Unit	\$ 0 (3)	01/01/2010		D	214,242.07	01/15/2010(3)	01/15/2010(3)	Class A Common Stock

Reporting Owners

Haley

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
HALEY JOHN J 901 NORTH GLEBE ROAD ARLINGTON, VA 22203	X		President and CEO				
Signatures							
Cynthia Boyle, Attorney-in-Fa	01/04/2010						

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- As a result of the closing under the Agreement and Plan of Merger entered into between (among others) the Issuer and Towers, Perrin,
- (1) Forster & Crosby, Inc., shares of Class A common stock were exchanged on the effective date of the merger for an equivalent number of shares of Class A common stock in Towers Watson & Co. (Towers Watson), a newly formed Delaware corporation.
- (2) These options vested immediately upon consummation of the merger and were exchanged for vested options to purchase shares of Towers Watson Class A common stock on a one-for-one basis, with the same exercise price as the original Issuer options.
- (3) These deferred stock units were assumed upon consummation of the merger and will be settled in shares of Towers Watson Class A common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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