Towers Watson & Co. Form 4 September 22, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

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).

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obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

Hess Carl Aaron

2. Issuer Name and Ticker or Trading Symbol

Towers Watson & Co. [TW]

(First) (Middle) (Last)

(Zip)

(Month/Day/Year)

3. Date of Earliest Transaction

09/18/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

901 N. GLEBE ROAD

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

below) below) Managing Dir., The Americas

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

ARLINGTON, VA 22203

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | Disj | | Acquired (A) Disposed of ((Instr. 3, 4, an 5) | sposed of (D) | | | | |
|--------------------------|------------------------------|------------|------------------|------|---|---|---------------|---------------------|--------------------|----------------------------|-----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Share |
| Restricted Stock Unit | \$ 0 | 09/18/2015 | | A | | 353.556 (1) | | 08/08/1988 | 08/08/1988 | Class A Common Stock | 353 |
| Restricted Stock Unit | \$ 0 | 09/18/2015 | | A | | 235.7041 (2) | | 08/08/1988 | 08/08/1988 | Class A Common Stock | 235. |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hess Carl Aaron 901 N. GLEBE ROAD ARLINGTON, VA 22203

Managing Dir., The Americas

Signatures

/s/ Neil Falis, attorney-in-fact for Mr. Hess 09/22/2015

**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).
- (1) Includes Restricted Stock Units ("RSUs") acquired pursuant to the participant's deferral election under the Towers Watson Non-Qualified Deferred Savings Plan for US Employees (the "Plan").
- (2) Includes Restricted Stock Units ("RSUs") acquired pursuant to the Company's matching contribution on the participant's deferral election pursuant to the terms of the Plan and credited to the participant's account in the form of RSUs under the Plan.

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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