

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported) August 17, 2006

Marsh & McLennan Companies, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware	1-5998	36-2668272
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1166 Avenue of the Americas, New York, NY	10036
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (212) 345-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On August 17, 2006, Marsh & McLennan Companies, Inc. (“MMC”) and Marsh Inc. (“Marsh”) and their subsidiaries and affiliates entered into Amendment No. 3 (“Amendment No. 3”) to the Agreement, dated January 30, 2005, as amended, among such parties, the Attorney General of the State of New York and the Superintendent of Insurance of the State of New York (the “Settlement Agreement”). Amendment No. 3 amends the Settlement Agreement to clarify the permissible means by which Marsh may act and be compensated as a managing general agent or underwriting manager.

A copy of Amendment No. 3 is attached hereto as Exhibit 10.1 and is incorporated herein by reference. MMC filed a copy of the Settlement Agreement as Exhibit 10.1 to a Current Report on Form 8-K dated January 31, 2005.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 10.1 Amendment No. 3, dated August 17, 2006, to the Agreement, dated January 30, 2005, as amended, among Marsh & McLennan Companies, Inc., Marsh Inc. and their subsidiaries and affiliates, the Attorney General of the State of New York and the Superintendent of Insurance of the State of New York.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARSH & McLENNAN COMPANIES, INC.

By: /s/ Luciana Fato
Name: Luciana Fato
Title: Deputy General Counsel-Corporate &
Corporate Secretary

Date: August 23, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	Amendment No. 3, dated August 17, 2006, to the Agreement, dated January 30, 2005, as amended, among Marsh & McLennan Companies, Inc., Marsh Inc. and their subsidiaries and affiliates, the Attorney General of the State of New York and the Superintendent of Insurance of the State of New York.

Amendment No. 3
to Agreement between the Attorney General of the State of New York and the Superintendent of
Insurance of the State of New York, and
Marsh & McLennan Companies, Inc., Marsh Inc. and their subsidiaries and affiliates
(collectively, "Marsh") dated January 30, 2005, as amended
(hereinafter, the "Settlement Agreement")

WHEREAS, the parties recognize that part of Marsh's business is to act as a managing general agent or underwriting manager for insurance carriers; and

WHEREAS, the parties have agreed to amend the Settlement Agreement to clarify the permissible means by which Marsh may act and be compensated as a managing general agent or underwriting manager;

NOW, THEREFORE, the parties hereby agree that the Settlement Agreement shall be clarified and amended as follows:

1. Paragraph 8 of the Settlement Agreement is hereby amended, such that the following shall be added after the second sentence of Paragraph 8:

"The parties agree that the preceding two sentences shall not apply to MGA Compensation, which Marsh may receive when and to the extent it acts as an MGA. As used herein,

(a) Marsh shall be acting as an "MGA" when: (i) Marsh has been appointed by an insurer as a managing general agent or an underwriting manager, to be the insurer's representative in connection with the management of such insurer's book of business with respect to a specific product or product line; and (ii) in such capacity, Marsh (A) communicates with prospective insureds only through professional insurance brokers (including those units of Marsh which act in such capacity on behalf of insureds), and (B) places all such business for such product or product line only with and for such insurer, and

(b) "MGA Compensation" means the Compensation Marsh receives from the appointing insurer as consideration for the MGA services Marsh renders to such insurer."

2. Paragraph 10 of the Settlement Agreement is hereby amended, such that the following sentence shall be added at the conclusion thereof:

"The parties agree that this Paragraph shall not apply to MGA Compensation."

3. Clause (a) of the first sentence of Paragraph 14 of the Settlement Agreement is hereby deleted, and the following shall be added in its place and stead:

“a) the Compensation received or to be received by Marsh (other than MGA Compensation),”

4. Paragraph 15 of the Settlement Agreement is hereby amended, such that the following sentence shall be added at the conclusion thereof:

“The parties agree that this Paragraph shall not apply to MGA Compensation.”

5. Other than as amended above, the Settlement Agreement shall remain in full force and effect.
6. This amendment may be executed in counterparts.

WHEREFORE, the following signatures are affixed hereto on this 17th day of August, 2006.

Eliot Spitzer

Howard Mills

/s/ Eliot Spitzer
Attorney General
State of New York
120 Broadway, 25th Floor
New York, NY 10271

/s/ Howard Mills
Superintendent of Insurance
New York State Insurance Department
25 Beaver Street
New York, NY 10004

Marsh & McLennan Companies, Inc.

Marsh Inc.

By /s/ Michael G. Cherkasky
Michael G. Cherkasky
President and CEO
1166 Avenue of the Americas
New York, NY 10036

By /s/ Brian M. Storms
Brian M. Storms
Chairman and CEO
1166 Avenue of the Americas
New York, NY 10036