Gebauer Julie Jarecke Form 3 January 04, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

A Gebauer Julie Jarecke

(Last) (First) (Middle)

(Month/Day/Year)

01/04/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Towers Watson & Co. [TW]

875 THIRD AVENUE

(Street)

Statement

Person(s) to Issuer

4. Relationship of Reporting

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner _X__ Officer Other (give title below) (specify below) Talent and Rewards Sgmt (Head)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

(Instr. 5)

Form filed by More than One Reporting Person

NEW YORK, NYÂ 10022

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities

Beneficially Owned (Instr. 4)

(I) (Instr. 5)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D) or Indirect

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

SEC 1473 (7-02)

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

1. Title of Derivative 2. Date Exercisable and Expiration 3. Title and Amount of 4. 5. 6. Nature of Security Date Securities Underlying Conversion Ownership Indirect (Month/Day/Year) (Instr. 4) Derivative Security or Exercise Form of Beneficial (Instr. 4) Price of Derivative Ownership Derivative Security: (Instr. 5) Date Exercisable Expiration Date Security Direct (D) Amount or or Indirect Title Number of (I) Shares

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Class B Common Stock	01/01/2011(1)	01/01/2014(1)	Class A Common Stock	188,416.124	\$ 0 (1)	D	Â
Class F Common Stock	01/01/2013(2)	01/01/2013(2)	Class A Common Stock	492.709	\$ 0 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1 0	Director	10% Owner	Officer	Other	
Gebauer Julie Jarecke 875 THIRD AVENUE NEW YORK, NY 10022	Â	Â	Talent and Rewards Sgmt (Head)	Â	

Signatures

/s/Karl Chen, attorney-in-fact for Ms.

Gabauer

01/04/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - Consists of an equal number of shares of Class B common stock in subclasses B-1, B-2, B-3, and B-4, which, as a result of the closing under the Agreement and Plan of Merger (the Merger Agreement) entered into between (among others) Towers, Perrin, Forster & Crosby,
- (1) Inc. and Watson Wyatt Worldwide, Inc., were issued by the Issuer. Subclasses B-1, B-2, B-3, and B-4 of the Issuer's Class B common stock will automatically convert to shares of Class A common stock of the Issuer on the first, second, third, and fourth anniversaries, respectively, of the effective time of the merger.
- As a result of the closing under the Merger Agreement, non-transferable shares of Class F stock were issued by the Issuer. The Issuer's Class F stock represents only the contingent right to receive a pro rata portion of (a) a number of shares of the Issuer's Class A common stock equal to the number of shares of the Issuer's restricted Class A common stock, if any, forfeited by former Towers Perrin employees and (b) a number of shares of Class A common stock equal in value to the aggregate amount of cash dividends attributable to such forfeited shares. Shares of the Issuer's Class F stock will be automatically exchanged promptly following the third anniversary of the effective time of the merger for such a pro rata portion of shares of Class A common stock.

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.

Reporting Owners 2