

MCGURN DAVID E JR  
Form 4  
February 12, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
MCGURN DAVID E JR

2. Issuer Name and Ticker or Trading Symbol  
GALLAGHER ARTHUR J & CO  
[AJG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ARTHUR J. GALLAGHER &  
CO., TWO PIERCE PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/24/2008

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice President

ITASCA, IL 60143

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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
Common Stock	07/24/2008 <sup>(1)</sup>		G <sup>(2)</sup>		930	D	\$ 0
Common Stock	07/24/2008 <sup>(1)</sup>		G <sup>(3)</sup>		1,860	D	\$ 0
Common Stock	03/24/2009		G <sup>(2)</sup>	V	1,701	D	\$ 0
Common Stock	03/24/2009		G <sup>(3)</sup>	V	3,402	D	\$ 0
Common Stock	08/31/2009		G	V	63,000	D	\$ 0

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Common Stock	12/15/2009		G	V	500	D	\$ 0	60,890	D	
Common Stock	07/24/2008 <sup>(1)</sup>		G <sup>(3)</sup>		930	A	\$ 0	5,464	I	Wife/Custodian <sup>(4)</sup>
Common Stock	03/24/2009		G <sup>(3)</sup>	V	1,701	A	\$ 0	4,898	I	Wife/Custodian <sup>(4)</sup>
Common Stock	08/31/2009		G	V	63,000	A	\$ 0	63,000	I	by Spouse
Common Stock	02/10/2010		J <sup>(5)</sup>		1,735	A	\$ 22.7855	64,174	I	by Trust

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

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGURN DAVID E JR ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143			Vice President	

## Signatures

David E.  
McGurn, Jr.

02/12/2010

\_\_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).

(1) This transaction is reported late due to an inadvertant administrative error.

(2) This Transaction involves a gift of securities by Mr. McGurn to his son, who does not share Mr. McGurn's household. Accordingly Mr. McGurn no longer has a reportable indirect beneficial ownership in shares owned by his son and reported in prior ownership reports.

(3) This transaction involves a gift of securities by Mr. McGurn in equal amounts to his two daughters. One daughter shares his household and the other does not.

(4) These securities are held by Mr. McGurn's spouse as custodian for the benefit of children under the Uniform Gift to Minor's Act. In prior ownership reports, all shares held by Mr. McGurn's spouse as custodian for their two daughters have been reported as indirectly owned by Mr. McGurn. As of this report, only those shares held for the benefit of Mr. McGurn's daughter sharing his household are reported.

(5) Dividend reinvestment pursuant to the Arthur J. Gallagher & Co. Deferred Equity Participation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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