

Towers Watson & Co.
Form 5
August 12, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Gebauer Julie Jarecke

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Towers Watson & Co. [TW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Managing Dir., Talent & Rewards

901 N. GLEBE ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2014

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

6. Individual or Joint/Group Reporting

(check applicable line)

ARLINGTON, VA 22203

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Class A Common Stock | 01/07/2014 | Â | G | 180 | D | \$ 0 | 128,388 | I | Gavin J Gebauer and Julie J Gebauer TEN COM |
| Class A Common Stock | 01/07/2014 | Â | G | 180 | A | \$ 0 | 180 | I | Jeffrey Austin Gebauer Management Trust UA Feb |

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| | | | | | | | | | |
|----------------------------|------------|---|---|--------|---|------|-----------|---|--|
| Class A Common Stock | 01/07/2014 | Â | G | 180 | A | \$ 0 | 180 | I | 18, 2012 Dane Adam Gebauer Management Trust UA Feb 18, 2012 |
| Class A Common Stock | 01/07/2014 | Â | G | 180 | D | \$ 0 | 128,388 | I | Gavin J Gebauer and Julie J Gebauer TEN COM |
| Class A Common Stock | 01/22/2014 | Â | G | 27,104 | A | \$ 0 | 128,388 | I | Gavin J Gebauer and Julie J Gebauer TEN COM |
| Class A Common Stock | 01/22/2014 | Â | G | 27,104 | D | \$ 0 | 9,278.093 | D | Â |
| Class A Common Stock | 01/24/2014 | Â | G | 20,000 | A | \$ 0 | 128,388 | I | Gavin J Gebauer and Julie J Gebauer TEN COM |
| Class A Common Stock | 01/24/2014 | Â | G | 20,000 | D | \$ 0 | 9,278.093 | D | Â |

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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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. of D S B O E I F (I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gebauer Julie Jarecke 901 N. GLEBE ROAD ARLINGTON, VA 22203 | Â | Â | Â Managing Dir., Talent & Rewards | Â |

Signatures

Neil Falis, attorney-in-fact for Ms.
Gebauer 08/12/2014

__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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.