

CARY RICHARD C  
Form 4  
February 13, 2006

**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 \*  
CARY RICHARD C

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)  
02/10/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Controller, CAO

ITASCA, IL 60143  
  
(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Stock                    | 02/10/2006                           |  | M                              | A   | \$ 1,000  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 14,865  | I  | by Trust                          |
| Common Stock (restricted)       |                                      |  |                                |   | 1,667   | D  |                                   |

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 (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 Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Incentive Stock Option (right to buy)      | \$ 9.25  | 02/10/2006                           |  | M                              | 1,000   | (1) 08/30/2008   | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 18.5  |                                      |  |                                |   | (1) 06/20/2010   | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 22.7  |                                      |  |                                |   | (1) 07/21/2012   | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 24.9  |                                      |  |                                |   | 01/01/2004 <sup>(1)</sup> 07/16/2013                     | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 26.5  |                                      |  |                                |   | (1) 07/19/2011   | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 27.25   |                                      |  |                                |   | (1) 07/20/2015   | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 29.42   |                                      |  |                                |   | (1) 07/21/2014   | Common Stock  | 1  |
| Non-Qualified Stock Option (right to buy)  | \$ 33.28   |                                      |  |                                |   | 01/01/2005 <sup>(1)</sup> 03/31/2014                     | Common Stock  | 1  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

CARY RICHARD C  
ARTHUR J. GALLAGHER & CO.  
TWO PIERCE PLACE  
ITASCA, IL 60143

Controller, CAO

## Signatures

Richard C. Cary                      02/13/2006

\_\_Signature of                      Date  
Reporting Person

## 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) The stock option becomes exercisable 10% each year, commencing January 1 after the date of grant.

### Remarks:

The directly owned common stock holdings reflected in Table I of this form include shares purchased through Arthur J. Gallagher & Co.

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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