

GALLAGHER ARTHUR J & CO  
Form 8-K  
May 05, 2010

**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

May 5, 2010

Date of Report: (Date of earliest event reported)

**ARTHUR J. GALLAGHER & CO.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization) (Commission  
File Number) (I.R.S. Employer  
Identification Number)  
**Two Pierce Place, Itasca, Illinois 60143-3141, (630) 773-3800**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Not Applicable**

(Former name or former address, if changed since last report)

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 8.01. Other Events.**

On May 5, 2010, Arthur J. Gallagher & Co. (Gallagher) registered for resale 455,554 shares of common stock pursuant to a prospectus supplement under an automatic shelf registration statement on Form S-3 (Registration Statement No. 333-166533) filed by Gallagher on the same date with the Securities and Exchange Commission (the Registration Statement). The opinion and consent of Harter Secrest & Emery LLP as to the validity of these shares of common stock, filed as Exhibits 5 and 23 to this Current Report on Form 8-K, respectively, are incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Harter Secrest & Emery LLP
23	Consent of Harter Secrest & Emery LLP (included in Exhibit 5 hereto)

**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.

**Arthur J. Gallagher & Co.**

Date: May 5, 2010

*/s/* WALTER D. BAY  
**Walter D. Bay**  
**Vice President, General Counsel and Secretary**