

FRANCIS CHERYL A
Form 4/A
November 01, 2010

FORM 4

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

OMB APPROVAL

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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 *
FRANCIS CHERYL A

(Last) (First) (Middle)

AON CORPORATION -
CORPORATE LAW DEPT, 200
EAST RANDOLPH STREET, 8TH
FLOOR

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AON CORP [AOC]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
10/05/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/01/2010		A		3,448 ⁽⁶⁾	D	
Common Stock	10/01/2010		A		1,454 ⁽²⁾	D	

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Deferred Stock Unit Award	(3)	10/01/2010		A	4,327.9022 (4)	10/01/2011	(5)	Common Stock	4,327.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANCIS CHERYL A AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601	X			

Signatures

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Cheryl A. Francis 11/01/2010

**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).
- Received pursuant to the Agreement and Plan of Merger, dated as of July 11, 2010, among Aon Corporation ("Aon"), Alps Merger Corp.,
- (1) Alps Merger LLC and Hewitt Associates, Inc. (the "Merger Agreement") in exchange for 4,602 shares of Hewitt common stock held directly. On the effective date of the merger, the closing price of Aon's common stock was \$39.28.
 - (2) Received pursuant to the Merger Agreement in exchange for 2,287 shares of Hewitt common stock resulting from the settlement of Hewitt restricted stock units. On the effective date of the merger, the closing price of Aon's common stock was \$39.28.
 - (3) The deferred stock units convert to shares of common stock on a 1-for-1 basis.
 - (4) The deferred stock units represent an outside director stock award granted upon the commencement of service of a non-employee director of Aon Corporation.
- The deferred stock units vest over a one-year period, and will convert to and be paid in shares of Aon common stock upon the earlier of:
- (5) (a) the third anniversary of the date of grant; or (b) the director's termination of service from the Board, unless a timely deferral election is made.
- The amount in column 4 of row 1 is being revised to reflect the number of shares issued to the reporting person following the calculation of the final election results pursuant to the terms of the Merger Agreement. The amount shown in column 4 of row 1 of the original filing was an estimate based on preliminary election results. The revised number of shares is also reflected in the amount shown in column 5 of each of rows 1 and 2.
- (6)

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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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