

Aon plc
Form 4
February 18, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Case Gregory C

(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 plc [AON]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Ordinary Shares	02/13/2015		M ⁽¹⁾	50,000	A	\$ 22.86	838,295 D
Class A Ordinary Shares	02/13/2015		S ⁽¹⁾	29,001	D	\$ 101.107 ⁽²⁾	809,294 D
Class A Ordinary Shares	02/14/2015		M ⁽³⁾	4,312	A	<u>(3)</u>	813,606 D

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Class A Ordinary Shares	02/14/2015	F ⁽⁴⁾	1,971	D	\$ 100.56	811,635	D	
Class A Ordinary Shares	02/15/2015	M ⁽³⁾	6,038	A	(3)	817,673	D	
Class A Ordinary Shares	02/15/2015	F ⁽⁴⁾	2,760	D	\$ 100.56	814,913	D	
Class A Ordinary Shares	02/17/2015	M ⁽¹⁾	50,000	A	\$ 22.86	864,913	D	
Class A Ordinary Shares	02/17/2015	S ⁽¹⁾	29,012	D	\$ 100.62 (5)	835,901	D	
Class A Ordinary Shares	02/17/2015	M ⁽³⁾	4,899	A	(3)	840,800	D	
Class A Ordinary Shares	02/17/2015	F ⁽⁴⁾	2,239	D	\$ 100.71	838,561	D	
Class A Ordinary Shares	02/18/2015	M ⁽¹⁾	50,000	A	\$ 22.86	888,561	D	
Class A Ordinary Shares	02/18/2015	S ⁽¹⁾	29,049	D	\$ 100.589 (6)	859,512	D	
Class A Ordinary Shares						176,000	I	By Trust

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

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SEC 1474
(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)							Class A Ordinary Shares	
\$ 22.86					(7)	04/04/2015		50,000
02/13/2015								
M								
50,000								
(7)								
04/04/2015								
Class A Ordinary Shares								
50,000								
Restricted Share Unit (Right to Receive)							Class A Ordinary Shares	
(9)					02/14/2015(10)	02/14/2017		4,312
02/14/2015								
M								
4,312								
02/14/2015(10)								
02/14/2017								
Class A Ordinary Shares								
4,312								
Restricted Share Unit (Right to Receive)							Class A Ordinary Shares	
(9)					02/15/2015	02/15/2016		6,038
02/15/2015								
M								
6,038								
02/15/2015								
02/15/2016								
Class A Ordinary Shares								
6,038								
Employee Stock Option (Right to Buy)							Class A Ordinary Shares	
\$ 22.86					(7)	04/04/2015		50,000
02/17/2015								
M								
50,000								
(7)								
04/04/2015								
Class A Ordinary Shares								
50,000								
Restricted Share Unit (Right to Receive)							Class A Ordinary Shares	
(9)					02/17/2015	02/17/2015		4,899
02/17/2015								
M								
4,899								
02/17/2015								
02/17/2015								
Class A Ordinary Shares								
4,899								
Employee Stock Option (Right to Buy)							Class A Ordinary Shares	
\$ 22.86					(7)	04/04/2015		50,000
02/18/2015								
M								
50,000								
(7)								
04/04/2015								
Class A Ordinary Shares								
50,000								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Case Gregory C AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601	X		President & CEO	

Signatures

/s/ Matthew M. Rice - Matthew M. Rice pursuant to a power of attorney from Gregory C. Case 02/18/2015

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) The transactions reported were effected pursuant to a trading plan meeting the requirements of SEC Rule 10b5-1. The reporting person entered into the trading plan in August 2014 for the sole purpose of exercising options otherwise scheduled to expire in March and April 2015 with the sale of shares intended to be limited to only those necessary to cover exercise price and applicable taxes.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.95 to \$101.22, inclusive. The reporting person undertakes to provide to Aon plc, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (4) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted share unit award.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.31 to \$100.89, inclusive. The reporting person undertakes to provide to Aon plc, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.12 to \$100.975, inclusive. The reporting person undertakes to provide to Aon plc, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) Vesting occurred in accordance with the terms of the Aon Stock Incentive Plan as follows: one-third of the options vested on each of the second through fourth anniversaries of the date of grant.
- (8) Stock option granted pursuant to the Aon Stock Incentive Plan.
- (9) The restricted share unit award converts to Class A Ordinary Shares on a 1-for-1 basis. In accordance with U.K. law, the reporting person agreed to pay the issuer the nominal value of US\$0.01 per share issued to the reporting person.
- (10) The restricted share unit award vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan as follows: 33 1/3% of the awards vest on each of the first through third anniversaries of the date of grant.

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