

Aon plc
Form 4
March 06, 2015

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 *
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)
03/04/2015

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 | 03/04/2015 | | M ⁽¹⁾ | 50,000 | A | \$ 22.86 | 1,288,574 D |
| Class A Ordinary Shares | 03/04/2015 | | S ⁽¹⁾ | 29,116 | D | \$ 99.283 | 1,259,458 D |
| Class A Ordinary Shares | 03/05/2015 | | M ⁽¹⁾ | 50,000 | A | \$ 22.86 | 1,309,458 D |

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| | | | | | | | | |
|-------------------------|------------|------------------------|--------|---|-------------------------|-----------|---|----------|
| Class A Ordinary Shares | 03/05/2015 | <u>S⁽¹⁾</u> | 29,082 | D | \$ 99.996 <u>(3)</u> | 1,280,376 | D | |
| Class A Ordinary Shares | 03/06/2015 | <u>M⁽¹⁾</u> | 50,000 | A | \$ 22.86 | 1,330,376 | D | |
| Class A Ordinary Shares | 03/06/2015 | <u>S⁽¹⁾</u> | 22,253 | D | \$ 99.09 <u>(4)</u> | 1,308,123 | D | |
| Class A Ordinary Shares | 03/06/2015 | <u>S⁽¹⁾</u> | 6,500 | D | 100.37 <u>(5)</u> | 1,301,623 | D | |
| Class A Ordinary Shares | 03/06/2015 | <u>S⁽¹⁾</u> | 300 | D | 100.77 <u>(6)</u> | 1,301,323 | 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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(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, 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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 22.86 | 03/04/2015 | | M | 50,000 | <u>(7)</u> 04/04/2015 | Class A Ordinary Shares 50,000 |
| Employee Stock Option | \$ 22.86 | 03/05/2015 | | M | 50,000 | <u>(7)</u> 04/04/2015 | Class A Ordinary Shares 50,000 |

(Right to Buy)

Employee

Stock

Option \$ 22.86 03/06/2015

M

50,000

(7)

04/04/2015

Class A

Ordinary 50,000

Shares

(Right to Buy)

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 - by Matthew M. Rice pursuant to a power of attorney from Gregory C.

Case

03/06/2015

__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 \$99.22 to \$99.40, 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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$99.71 to \$100.15, 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.

(4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$98.65 to \$99.64, 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.

(5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$99.65 to \$100.64, 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 \$100.65 to \$100.83, 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 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 Aon Stock Incentive Plan.

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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