

O'Connor Michael J  
 Form 4  
 February 19, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 O'Connor Michael J

(Last) (First) (Middle)  
 C/O AON PLC, 8 DEVONSHIRE SQUARE  
 (Street)

LONDON, X0 EC2M 4PL

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Aon plc [AON]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2013

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)  
 ARS - COO

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 (D) or Price (A)				
Class A Ordinary Shares	02/14/2013		A <sup>(1)</sup>		31,591	A	\$ 82,374	D	
Class A Ordinary Shares	02/14/2013		F <sup>(2)</sup>		12,385	D	\$ 57.3	69,989	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit (Right to Receive)	(3)	02/14/2013		A	4,581	02/14/2014 <sup>(4)</sup> 02/14/2016	Class A Ordinary Shares 4,581

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Connor Michael J C/O AON PLC 8 DEVONSHIRE SQUARE LONDON, X0 EC2M 4PL			ARS - COO	

## Signatures

/s/ Matthew M. Rice - Matthew M. Rice pursuant to a power of attorney from Michael J. O'Connor

02/19/2013

\_\_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).

- Represents Class A Ordinary Shares issued upon the settlement of performance share units originally granted approximately three years ago under the fifth cycle of the Leadership Performance Program ("LPP5") on March 9, 2010. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 14, 2013 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2010 and ending December 31, 2012. In accordance with the terms of LPP5, and the achievement of specified growth targets under LPP5, settlement occurred at 87% of the original target value. The terms of LPP5 are more fully described in a Current Report on Form 8-K filed with the SEC on March 12, 2010, and in the plan document filed as Exhibit 10.3 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 filed with the SEC on May 4, 2010.
- (1) Shares withheld by the issuer for the payment of withholding taxes in connection with the vesting of a performance share unit award.
  - (2) The restricted stock 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.

## Edgar Filing: O'Connor Michael J - Form 4

- (4) The restricted stock unit award will vest in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards will 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.