

Aon plc
Form 4
February 23, 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)
02/19/2015

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 | | |
| Class A Ordinary Shares | 02/19/2015 | | M ⁽¹⁾ | 50,000 | A \$ 22.86 | 909,512 | D |
| Class A Ordinary Shares | 02/19/2015 | | S ⁽¹⁾ | 29,089 | D \$ 100.259 | 880,423 | D |
| Class A Ordinary Shares | 02/19/2015 | | M ⁽³⁾ | 351,236 | A ⁽²⁾ 1,231,659 | | D |

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| | | | | | | | | |
|-------------------------------|------------|-------------------------|---------|---|---------------------------------|-----------|---|----------|
| Class A Ordinary Shares | 02/19/2015 | <u>F</u> ⁽⁴⁾ | 160,499 | D | \$ 100.28 | 1,071,160 | D | |
| Class A Ordinary Shares | 02/20/2015 | <u>M</u> ⁽¹⁾ | 50,000 | A | \$ 22.86 | 1,121,160 | D | |
| Class A Ordinary Shares | 02/20/2015 | <u>S</u> ⁽¹⁾ | 29,158 | D | \$ <u>99.544</u> ⁽⁵⁾ | 1,092,002 | D | |
| Class A Ordinary Shares | 02/23/2015 | <u>M</u> ⁽¹⁾ | 50,000 | A | \$ 22.86 | 1,142,002 | D | |
| Class A Ordinary Shares | 02/23/2015 | <u>S</u> ⁽¹⁾ | 29,074 | D | \$ 99.92 | 1,112,928 | 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 22.86 | 02/19/2015 | | M | (A) 50,000 | <u>(6)</u> | 04/04/2015 | Class A Ordinary Shares |
| Employee Stock Option (Right to Buy) | \$ 22.86 | 02/20/2015 | | M | (A) 50,000 | <u>(6)</u> | 04/04/2015 | Class A Ordinary Shares |

| | | | | | | | |
|--|----------|------------|---|--------|---------------------------|------------|-------------------------|
| Restricted Share Unit (Right to Receive) | (8) | 02/20/2015 | M | 10,464 | 02/20/2016 ⁽⁹⁾ | 02/20/2018 | Class A Ordinary Shares |
| Employee Stock Option (Right to Buy) | \$ 22.86 | 02/23/2015 | M | 50,000 | (6) | 04/04/2015 | Class A Ordinary Shares |

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 02/23/2015

**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 \$99.95 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.
- (3) Represents Class A Ordinary Shares issued upon the settlement of performance share units originally granted approximately three years ago under the seventh cycle of the Leadership Performance Program ("LPP7") on March 16, 2012. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 19, 2015 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2012 and ending December 31, 2014. In accordance with the terms of LPP7, and the achievement of specified growth targets under LPP7, settlement occurred at 200% of the original target value. The terms of LPP7 are more fully described in a Current Report on Form 8-K filed with the SEC on March 21, 2012, and in the plan document filed as Exhibit 10.13 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed with the SEC on May 8, 2012.
- (4) Class A Ordinary Shares withheld by the issuer for the class payment of withholding taxes in connection with the settlement of a performance 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 \$99.24 to \$99.835, 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) 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.

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- (7) Stock option granted pursuant to the Aon Stock Incentive Plan.
- (8) 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.
- (9) 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.

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