

Aon plc
Form 4
February 15, 2017

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 *
O'Connor Michael J

(Last) (First) (Middle)
C/O AON PLC, 122 LEADENHALL STREET
(Street)

LONDON, X0 EC3V 4AN

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2017

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)
Chief Executive Officer, ARS

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)
			Code	V	Amount	(D)	Price
Class A Ordinary Shares	02/13/2017		M ⁽¹⁾		1,176	A	115.87
Class A Ordinary Shares	02/13/2017		F ⁽²⁾		374	D	\$ 115.87

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

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SEC 1474 (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)	8. Amount or Number of Shares
Restricted Share Unit	(3)	02/13/2017		M	1,176	02/13/2017 ⁽⁴⁾	Class A Ordinary Shares	1,176

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Connor Michael J C/O AON PLC 122 LEADENHALL STREET LONDON, X0 EC3V 4AN			Chief Executive Officer, ARS	

Signatures

/s/ Molly Johnson - Molly Johnson pursuant to a power of attorney from Michael J. O'Connor 02/15/2017

__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) Class A Ordinary Shares acquired upon the vesting of the restricted share unit award.
- (2) 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.
- (3) The restricted share unit award converts to Class A Ordinary Shares on 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.
- (4) The restricted share unit award was granted on February 13, 2014 and vests in accordance with the terms of the Aon Stock Incentive Plan as follow: 33 1/3% of the award 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.