

AON CORP
Form 4
May 25, 2006

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 *
RYAN PATRICK G

(Last) (First) (Middle)

**C/O AON CORPORATE LAW
DEPARTMENT, 8TH FLOOR, 200
EAST RANDOLPH DRIVE**

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AON CORP [AOC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2006

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)
Executive Chairman

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	05/23/2006		S		2,300 (1)	D	\$ 36.06 8,562,994 D
Common Stock	05/23/2006		S		1,500 (1)	D	\$ 36.05 8,561,494 D
Common Stock	05/23/2006		S		300 (1)	D	\$ 36.04 8,561,194 D
Common Stock	05/23/2006		S		500 (1)	D	\$ 36.03 8,560,694 D
Common Stock	05/23/2006		S		200 (1)	D	\$ 36 8,560,494 D

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Common Stock	05/23/2006	S	400 <u>(1)</u>	D	\$ 35.99	8,560,094	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.98	8,559,794	D
Common Stock	05/23/2006	S	800 <u>(1)</u>	D	\$ 35.97	8,558,994	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.96	8,558,694	D
Common Stock	05/23/2006	S	200 <u>(1)</u>	D	\$ 35.95	8,558,494	D
Common Stock	05/23/2006	S	600 <u>(1)</u>	D	\$ 35.94	8,557,894	D
Common Stock	05/23/2006	S	800 <u>(1)</u>	D	\$ 35.93	8,557,094	D
Common Stock	05/23/2006	S	800 <u>(1)</u>	D	\$ 35.92	8,556,294	D
Common Stock	05/23/2006	S	400 <u>(1)</u>	D	\$ 35.91	8,555,894	D
Common Stock	05/23/2006	S	900 <u>(1)</u>	D	\$ 35.9	8,554,994	D
Common Stock	05/23/2006	S	500 <u>(1)</u>	D	\$ 35.89	8,554,494	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.85	8,554,194	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.84	8,553,894	D
Common Stock	05/23/2006	S	200 <u>(1)</u>	D	\$ 35.82	8,553,694	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.81	8,553,394	D
Common Stock	05/23/2006	S	400 <u>(1)</u>	D	\$ 35.8	8,552,994	D
Common Stock	05/23/2006	S	100 <u>(1)</u>	D	\$ 35.79	8,552,894	D
Common Stock	05/23/2006	S	100 <u>(1)</u>	D	\$ 35.78	8,552,794	D
Common Stock	05/23/2006	S	100 <u>(1)</u>	D	\$ 35.77	8,552,694	D
Common Stock	05/23/2006	S	200 <u>(1)</u>	D	\$ 35.74	8,552,494	D
	05/23/2006	S	200 <u>(1)</u>	D		8,552,294	D

Common Stock					\$					
					35.73					
Common Stock	05/23/2006		S	100 ⁽¹⁾	D	\$	8,552,194		D	
						35.71				
Common Stock	05/23/2006		S	100 ⁽¹⁾	D	\$	8,552,094		D	
						35.69				
Common Stock							9,301,904 ⁽²⁾	I		By Spouse

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN PATRICK G C/O AON CORPORATE LAW DEPARTMENT 8TH FLOOR, 200 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman	

Signatures

/s/ Patrick G. Ryan 05/25/2006

 **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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2005.
- (2) The reporting person is also the indirect beneficial owner of the following securities: 390,557 by ESOP and Savings Plan; 583,942 by Spouse as Trustee.

Remarks:

Form 2 of 2

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.