

Aon plc
Form 4
February 17, 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 *
Davies Christa

(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)
02/13/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Ordinary Shares	02/13/2015		M ⁽¹⁾		2,213	A	£
Class A Ordinary Shares	02/13/2015		F ⁽²⁾		643	D	\$ 100.56
Class A Ordinary Shares	02/14/2015		M ⁽¹⁾		2,789	A	£
Class A Ordinary Shares	02/14/2015		F ⁽²⁾		810	D	\$ 100.56

Shares

Class A Ordinary Shares	02/16/2015	M ⁽¹⁾	3,311	A	Ⓛ	213,041	D
Class A Ordinary Shares	02/16/2015	F ⁽²⁾	962	D	\$ 100.56	212,079	D

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Share Unit (Right to Receive)	<u>(3)</u>	02/13/2015		M	2,213	02/13/2015 ⁽⁴⁾ 02/13/2017	Class A Ordinary Shares	2,213
Restricted Share Unit (Right to Receive)	<u>(3)</u>	02/14/2015		M	2,789	02/14/2014 ⁽⁴⁾ 02/14/2016	Class A Ordinary Shares	2,789
Restricted Share Unit (Right to Receive)	<u>(3)</u>	02/16/2015		M	3,311	02/16/2013 ⁽⁴⁾ 02/16/2015	Class A Ordinary Shares	3,311

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Davies Christa
C/O AON PLC
8 DEVONSHIRE SQUARE
LONDON, X0 EC2M 4PL

EVP and CFO

Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Christa
Davies

02/17/2015

__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) Class A Ordinary Shares acquired upon the vesting of a 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 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.
- (4) 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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