

Aon plc
Form 4
February 19, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McGill Stephen P

(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)
02/14/2014

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)

Chairman/CEO - ARS

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Shares	02/14/2014		M ⁽¹⁾		3,258	A	<u>11</u>	286,757	D	
Class A Ordinary Shares	02/14/2014		F ⁽²⁾		1,453	D	\$ 85.23	285,304	D	
Class A Ordinary Shares	02/16/2014		M ⁽¹⁾		4,170	A	<u>11</u>	289,474	D	
Class A Ordinary	02/16/2014		F ⁽²⁾		1,860	D	\$ 85.23	287,614	D	

Shares

Class A Ordinary Shares	02/17/2014	M ⁽¹⁾	4,381	A	<u>(1)</u>	291,995	D
-------------------------------	------------	------------------	-------	---	------------	---------	---

Class A Ordinary Shares	02/17/2014	F ⁽²⁾	1,954	D	\$ 85.23	290,041	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit (Right to Receive)	<u>(3)</u>	02/14/2014		M	3,258	02/14/2014 ⁽⁴⁾ 02/14/2016	Class A Ordinary Shares 3,258
Restricted Stock Unit (Right to Receive)	<u>(3)</u>	02/16/2014		M	4,170	02/16/2013 ⁽⁴⁾ 02/16/2015	Class A Ordinary Shares 4,170
Restricted Stock Unit (Right to Receive)	<u>(3)</u>	02/17/2014		M	4,381	02/17/2012 ⁽⁴⁾ 02/17/2014	Class A Ordinary Shares 4,381

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGill Stephen P
C/O AON PLC
8 DEVONSHIRE SQUARE
LONDON, X0 EC2M 4PL

Chairman/CEO - ARS

Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Stephen P. McGill

02/19/2014

__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 stock 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 stock unit award.
- (3) 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.
- (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.