

Aon plc
Form 4
February 17, 2015

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
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(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)
02/13/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Shares	02/13/2015		M ⁽¹⁾		2,767	A	<u>(1)</u>	300,426	D	
Class A Ordinary Shares	02/13/2015		F ⁽²⁾		695	D	\$ 100.56	299,731	D	
Class A Ordinary Shares	02/14/2015		M ⁽¹⁾		3,258	A	<u>(1)</u>	302,989	D	
Class A Ordinary	02/14/2015		F ⁽²⁾		818	D	\$ 100.56	302,171	D	

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Shares

Class A Ordinary Shares	02/16/2015	M ⁽¹⁾	4,170	A	<u>(1)</u>	306,341	D	
Class A Ordinary Shares	02/16/2015	F ⁽²⁾	1,047	D	\$ 100.56	305,294	D	
Class A Ordinary Shares	11/21/2014	G ⁽⁵⁾	V 150,000	D	\$ 0	155,294	D	
Class A Ordinary Shares	11/21/2014	G ⁽⁵⁾	V 150,000	A	\$ 0	150,000	I	By Spouse

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
Restricted Share Unit (Right to Receive)	<u>(3)</u>	02/13/2015		M	2,767	02/13/2015 ⁽⁴⁾ 02/13/2017	Class A Ordinary Shares	2,767
Restricted Share Unit (Right to Receive)	<u>(3)</u>	02/14/2015		M	3,258	02/14/2014 ⁽⁴⁾ 02/14/2016	Class A Ordinary Shares	3,258
Restricted Share Unit (Right to Receive)	<u>(3)</u>	02/16/2015		M	4,170	02/16/2013 ⁽⁴⁾ 02/16/2015	Class A Ordinary Shares	4,170

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

02/17/2015

__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.
- (5) The reported transaction involved a gift of securities by the reporting person to his spouse.

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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