

Aon plc  
Form 4  
February 23, 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  
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)  
02/19/2015

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	02/19/2015		M <sup>(1)</sup>		163,166	A	<u>(1)</u>	318,460	D
Class A Ordinary Shares	02/19/2015		F <sup>(2)</sup>		68,703	D	\$ 100.28	249,757	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  
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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)
Restricted Share Unit (Right to Receive)	(3)	02/19/2015		A	6,631	02/19/2016 <sup>(4)</sup> 02/19/2018	Class A Ordinary Shares 6,631

## Reporting Owners

Reporting Owner Name / Address	Relationships
McGill Stephen P C/O AON PLC 8 DEVONSHIRE SQUARE LONDON, X0 EC2M 4PL	Director 10% Owner Officer Other Chairman/CEO - ARS

## Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Stephen P. McGill 02/23/2015

\*\*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).
- Represents Class A Ordinary Shares issued upon the settlement of performance share units originally granted approximately three years ago under the seventh cycle of the Leadership Performance Program ("LPP7") on March 16, 2012. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 19, 2015 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2012 and ending December 31, 2014. In accordance with the terms of LPP7, and the achievement of specified growth targets under LPP7, settlement occurred at 200% of the original target value. The terms of LPP7 are more fully described in a Current Report on Form 8-K filed with the SEC on March 21, 2012, and in the plan document filed as Exhibit 10.13 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed with the SEC on May 8, 2012.
- (1) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the settlement of a performance share unit award.
  - (2) 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.
  - (3)

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- (4) The restricted share unit award will vest in accordance with the terms of the Aon plc 2011 Incentive Plan as follows: 33 1/3% of the awards will vest on each of the first through third anniversaries of the date of the 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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