

Davies Christa  
Form 4  
February 20, 2018

**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 \*  
Davies Christa

(Last) (First) (Middle)

200 EAST RANDOLPH ST.

(Street)

CHICAGO, IL

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Aon plc [AON]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2018

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)

Chief Financial Officer

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 Stock	02/15/2018		A <sup>(1)</sup>		53,079	A	<u>(1)</u>	284,766	D
Class A Ordinary Stock	02/15/2018		F <sup>(2)</sup>		20,896	D	\$ 140.89	263,870	D
Class A Ordinary Stock	02/15/2018		A <sup>(1)</sup>		106,157	A	<u>(1)</u>	370,027	D
Class A Ordinary	02/15/2018		F <sup>(2)</sup>		41,770	D	\$ 140.89	328,257	D

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Stock

Class A Ordinary Stock	02/16/2018	S	12,100	D	\$ 140.62 (3) (4)	316,157	D
Class A Ordinary Stock	02/16/2018	S	84,470	D	\$ 140.96 (4) (5)	231,687	D
Class A Ordinary Stock	02/16/2018	M(6)	1,775	A	(6)	233,462	D
Class A Ordinary Stock	02/16/2018	F(2)	699	D	\$ 140.86	232,763	D
Class A Ordinary Stock	02/16/2018	M(6)	1,974	A	(6)	234,737	D
Class A Ordinary Stock	02/16/2018	F(2)	777	D	\$ 140.86	233,960	D
Class A Ordinary Stock	02/16/2018	M(6)	1,591	A	(6)	235,551	D
Class A Ordinary Stock	02/16/2018	F(2)	627	D	\$ 140.86	234,924	D

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

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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 Share Unit (Right to Receive)	<u>(7)</u>	02/15/2018	A	3,577	<u>(8)</u>	02/15/2021 <sup>(8)</sup>	Class A Ordinary Shares	3,577
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,775	<u>(9)</u>	02/19/2018 <sup>(9)</sup>	Class A Ordinary Shares	1,775
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,974	<u>(10)</u>	02/18/2019 <sup>(10)</sup>	Class A Ordinary Shares	1,974
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,591	<u>(11)</u>	02/16/2020 <sup>(11)</sup>	Class A Ordinary Shares	1,591

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davies Christa 200 EAST RANDOLPH ST. CHICAGO, IL			Chief Financial Officer	

## Signatures

/s/ Molly Johnson pursuant to power of attorney from Christa Davies

02/20/2018

                     \*\*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) Represents Class A Ordinary Shares issued upon the settlement of performance share unit awards originally granted approximately three years ago under the tenth cycle of the Company's Leadership Performance Program. The number of shares issued was determined by the Organization and Compensation Committee of the Board of Directors on February 15, 2018, based on the Company's performance for the period from January 1, 2015 to December 31, 2017.
- (2) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
- (3) The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$139.89 to \$140.88, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) The transaction reported was effected pursuant to a trading plan entered into on November 21, 2017 meeting the requirements of Rule 10b5-1.
- (5) The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$140.89 to \$141.63, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

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- (6) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (7) 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.
- (8) 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 award vests on each of the first through third anniversary of the date of the grant.
- (9) A restricted share unit award was granted on February 19, 2015 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third anniversary of the date of grant.
- (10) A restricted share unit award was granted on February 18, 2016 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third anniversary of the date of grant.
- (11) A restricted share unit award was granted on February 16, 2017 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third anniversary 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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