

Grace Caroline
Form 4
May 23, 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 *
Grace Caroline

(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)
05/21/2018

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 ____ Other (specify
below) below)

CEO, Global Retirement & Inves

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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Class A Ordinary Stock | 05/21/2018 | | M ⁽¹⁾ | 755 A | 54,067.87 | D | |
| Class A Ordinary Stock | 05/21/2018 | | F ⁽²⁾ | 335 D | \$ 142.08 | 53,732.87 | 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)

Edgar Filing: Grace Caroline - Form 4

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Share Unit (Right to Receive) | (3) | 05/21/2018 | | M | 755 | (4) 05/21/2018(4) | Class A Ordinary Shares | 755 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grace Caroline 200 EAST RANDOLPH ST. CHICAGO, IL | | | CEO, Global Retirement & Inves | |

Signatures

/s/ Molly Johnson pursuant to a power of attorney from Caroline Grace 05/23/2018

__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) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (2) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the 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) A restricted share unit award was granted on May 21, 2013 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 20% of the award vests on each of the first through fifth 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.

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.