

AerCap Holdings N.V.
Form 4
July 31, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
den Dikken Wouter Marinus

(Last) (First) (Middle)

AERCAP
HOUSE, STATIONSPLEIN 965

(Street)

SCHIPHOL, P7 1117CE

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AerCap Holdings N.V. [AER]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2015

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)
CLO, COO

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)
				(A) or (D)	Amount		
Ordinary Shares ⁽¹⁾	07/31/2015		A		118,148	A	\$ 0 252,713 D
Ordinary Shares ⁽¹⁾	07/31/2015		A		6,465	A	\$ 0 259,178 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit	<u>(2)</u>	07/31/2015		C	225,000	07/31/2015	07/31/2015	Ordinary Shares	225,000
Restricted Stock Unit	<u>(3)</u>	07/31/2015		C	12,311	07/31/2015	07/31/2015	Ordinary Shares	12,311

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
den Dikken Wouter Marinus AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL, P7 1117CE			CLO, COO	

Signatures

/s/ Wouter Marinus den Dikken 07/31/2015

**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) This form is filed voluntarily. As a foreign private issuer, AerCap Holdings N.V. is exempted from Section 16 of the Exchange Act by Rule 3a12-3.
Vesting of Restricted Stock Units ("RSUs") in accordance with the Restricted Stock Unit Award Agreement dated September 1, 2010.
- (2) Each RSU listed in Table II vested and converted into Ordinary Shares on a 1-to-1 basis. Some of the Ordinary Shares that were converted are being withheld by AerCap Holdings N.V. to pay wage taxes payable by W. den Dikken in connection with the vesting of the RSUs.
Vesting of Restricted Stock Units ("RSUs") in accordance with the Restricted Stock Unit Award Agreement dated March 22, 2012. Each
- (3) RSU listed in Table II vested and converted into Ordinary Shares on a 1-to-1 basis. Some of the Ordinary Shares that were converted are being withheld by AerCap Holdings N.V. to pay wage taxes payable by W. den Dikken in connection with the vesting of the RSUs.

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.