

Aon plc
Form 4
February 17, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Besio Gregory J

(Last) (First) (Middle)

C/O AON CORPORATE LAW
DEPT, 200 EAST RANDOLPH
STREET, 8TH FL

(Street)

CHICAGO, IL 60601

(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
 Officer (give title below) Other (specify below)
EVP/Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Ordinary Shares | 02/13/2015 | | M ⁽¹⁾ | 1,107 | A | \$ 58,928.34 | D |
| Class A Ordinary Shares | 02/13/2015 | | F ⁽²⁾ | 319 | D | \$ 58,609.34 | D |
| Class A Ordinary Shares | 02/14/2015 | | M ⁽¹⁾ | 1,425 | A | \$ 60,034.34 | D |
| Class A Ordinary Shares | 02/14/2015 | | F ⁽²⁾ | 410 | D | \$ 59,624.34 | D |

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| | | | | | | | |
|-------------------------|------------|--|------------------|-------|---|-----------|-------------|
| Ordinary Shares | | | | | | 100.56 | |
| Class A Ordinary Shares | 02/16/2015 | | M ⁽¹⁾ | 1,594 | A | 100.56 | 61,218.34 D |
| Class A Ordinary Shares | 02/16/2015 | | F ⁽²⁾ | 459 | D | \$ 100.56 | 60,759.34 D |
| Class A Ordinary Shares | 01/02/2015 | | G V | 594 | D | \$ 0 | 60,165.34 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.

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Share Unit (Right to Receive) | (3) | 02/13/2015 | | M | 1,107 | 02/13/2015 ⁽⁴⁾ 02/13/2017 | Class A Ordinary Shares | 1,107 |
| Restricted Share Unit (Right to Receive) | (3) | 02/14/2015 | | M | 1,425 | 02/14/2014 ⁽⁴⁾ 02/14/2016 | Class A Ordinary Shares | 1,425 |
| Restricted Share Unit (Right to Receive) | (3) | 02/16/2015 | | M | 1,594 | 02/16/2013 ⁽⁴⁾ 02/16/2015 | Class A Ordinary Shares | 1,594 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Besio Gregory J C/O AON CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FL CHICAGO, IL 60601 | | | EVP/Chief HR Officer | |

Signatures

| | |
|--|------------|
| /s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Gregory J. Besio | 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.

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.