

Grace Caroline
Form 4
February 20, 2018

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 *
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)
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
 Officer (give title below) _____ Other (specify below)
CEO, Global Retirement & Inves

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Ordinary Stock | 02/15/2018 | | A ⁽¹⁾ | | 10,616 | A | 11 |
| | | | | | | | 55,914.87 ⁽²⁾ |
| Class A Ordinary Stock | 02/15/2018 | | F ⁽³⁾ | | 3,650 | D | \$ 140.89 |
| | | | | | | | 52,264.87 |
| Class A Ordinary Stock | 02/16/2018 | | M ⁽⁴⁾ | | 605 | A | 4 |
| | | | | | | | 52,869.87 |
| Class A Ordinary | 02/16/2018 | | F ⁽³⁾ | | 268 | D | \$ 140.86 |
| | | | | | | | 52,601.87 |

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Stock

Class A
Ordinary Stock 02/16/2018 M⁽⁴⁾ 740 A ~~(4)~~ 53,341.87 D

Class A
Ordinary Stock 02/16/2018 F⁽³⁾ 328 D \$ 140.86 53,013.87 D

Class A
Ordinary Stock 02/16/2018 M⁽⁴⁾ 537 A ~~(4)~~ 53,550.87 D

Class A
Ordinary Stock 02/16/2018 F⁽³⁾ 238 D \$ 140.86 53,312.87 D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Share Unit (Right to Receive) | <u>(5)</u> | 02/15/2018 | | A | 1,565 | <u>(6)</u> 02/15/2021 | Class A Ordinary Shares | 1,565 |
| Restricted Share Unit (Right to Receive) | <u>(5)</u> | 02/16/2018 | | M | 605 | <u>(7)</u> 02/19/2018 | Class A Ordinary Shares | 605 |
| Restricted Share Unit (Right to Receive) | <u>(5)</u> | 02/16/2018 | | M | 740 | <u>(8)</u> 02/18/2019 | Class A Ordinary Shares | 740 |

| | | | | | | | | |
|--|-----|------------|---|-----|-----|---------------|-------------------------|-----|
| Restricted Share Unit (Right to Receive) | (5) | 02/16/2018 | M | 537 | (9) | 02/16/2020(9) | Class A Ordinary Shares | 537 |
|--|-----|------------|---|-----|-----|---------------|-------------------------|-----|

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 power of attorney from Caroline Grace

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).

- 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.
- (1) Includes shares acquired under the Aon employee stock purchase plan on December 29, 2017.
 - (2) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
 - (3) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (9)

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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