

Kelly Tom
Form 3
April 14, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Kelly Tom

(Last) (First) (Middle)

AERCAP
HOUSE, ^ STATIONSPLEIN
965

(Street)

SCHIPHOL
AIRPORT, ^ P7 ^ 1117CE

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer Other (specify below)

AerCap Ireland Limited CEO

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|---------------------------|---------------------------|--------------------|---------|-------------------|----------------------------------|---|
| Restricted Stock Unit | 05/31/2015 ⁽²⁾ | 05/31/2015 ⁽²⁾ | Ordinary Shares | 100,000 | \$ ⁽¹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Kelly Tom AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT, P7 1117CE | Â | Â | Â | AerCap Ireland Limited CEO Â |

Signatures

/s/ Tom Kelly 04/14/2011
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each Restricted Stock Unit ("RSU") will convert (i) on a 1-for-1 basis into ordinary shares of the issuer upon vesting, (ii) the cash equivalent, or (iii) a combination of items (i) and (ii).
- (2) 50,000 RSUs will vest on this date. The remaining 50,000 RSUs vest on this date subject to performance goals.

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Remarks:

This form is filed voluntarily. As a foreign private issuer, AerCap is exempted from Section 16 of the Securities Exchange Act of 1934.

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.