

Aon plc
Form 4
February 18, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Davies Christa

(Last) (First) (Middle)

C/O AON PLC, 8 DEVONSHIRE SQUARE

(Street)

LONDON, X0 EC2M 4PL

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Aon plc [AON]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2014

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 and CFO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Class A Ordinary Shares | 02/13/2014 | | M ⁽¹⁾ | | 66,349 | A | £ |
| Class A Ordinary Shares | 02/13/2014 | | F ⁽²⁾ | | 29,894 | D | \$ 84.32 |

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit (Right to Receive) | (3) | 02/13/2014 | | A | 6,641 | 02/13/2015 ⁽⁴⁾ 02/13/2017 | Class A Ordinary Shares | 6,641 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davies Christa C/O AON PLC 8 DEVONSHIRE SQUARE LONDON, X0 EC2M 4PL | | | EVP and CFO | |

Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Christa Davies 02/18/2014

**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 units originally granted approximately three years ago under the sixth cycle of the Leadership Performance Program ("LPP6") on March 17, 2011. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 13, 2014 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2011 and ending December 31, 2013. In accordance with the terms of LPP6, and the achievement of specified growth targets under LPP6, settlement occurred at 125% of the original target value. The terms of LPP6 are more fully described in a Current Report on Form 8-K filed with the SEC on March 23, 2011, and in the plan document filed as Exhibit 10.4 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 filed with the SEC on May 5, 2011.
- (1) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the settlement of a performance share unit award.
 - (2) The restricted stock 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.

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- (4) The restricted stock unit award will vest in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards will 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.