

Aon plc  
Form 4  
June 04, 2013

**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 \*  
**NOTEBAERT RICHARD C**  
  
(Last) (First) (Middle)  
  
**AON CORPORATION -  
CORPORATE LAW DEPT, 200  
EAST RANDOLPH STREET, 8TH  
FLOOR**  
  
(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)  
**05/31/2013**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

4. 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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Ordinary Shares         | 05/31/2013 <sup>(1)</sup>            |  | M <sup>(2)</sup>               |   | 9,272 <sup>(3)</sup>  | A  | <u>(2)</u> 11,460                                     |
| Class A Ordinary Shares         | 05/31/2013 <sup>(1)</sup>            |  | M <sup>(5)</sup>               |   | 11,581.71 <sup>(3)</sup>  | A  | <u>(5)</u> 23,041.71                                  |
| Class A Ordinary Shares         | 05/31/2013 <sup>(1)</sup>            |  | D <sup>(5)</sup>               |   | 11,581.71   | D  | \$<br><u>(5)</u> 63.67 11,460                         |

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|                               |                           |                  |                       |   |            |        |   |   |
|-------------------------------|---------------------------|------------------|-----------------------|---|------------|--------|---|---|
| Class A<br>Ordinary<br>Shares | 05/31/2013 <sup>(1)</sup> | M <sup>(2)</sup> | 16,858 <sup>(3)</sup> | A | <u>(2)</u> | 28,318 | D |   |
| Class A<br>Ordinary<br>Shares | 05/31/2013 <sup>(1)</sup> | M <sup>(2)</sup> | 4,803                 | A | <u>(2)</u> | 33,121 | D |   |
| Class A<br>Ordinary<br>Shares |                           |                  |                       |   |            | 17,041 | I | By<br>grantor<br>retained<br>annuity<br>trust |

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 Number of Shares  |
| Deferred Stock Unit Award (Right to Receive) | <u>(4)</u>   | 05/31/2013 <sup>(1)</sup>            |  | M                              | 9,272 <sup>(3)</sup>  | 05/31/2013   | 05/31/2013      | Class A Ordinary Shares                                       | 9,272                    |
| Phantom Stock                                | <u>(4)</u>   | 05/31/2013 <sup>(1)</sup>            |  | M                              | 11,581.71 <sup>(3)</sup>  | 05/31/2013   | 05/31/2013      | Class A Ordinary Shares                                       | 11,581.71 <sup>(3)</sup> |
| Phantom Stock                                | <u>(4)</u>   | 05/31/2013 <sup>(1)</sup>            |  | M                              | 16,858 <sup>(3)</sup>   | 05/31/2013   | 05/31/2013      | Class A Ordinary Shares                                       | 16,858                   |
| Phantom Stock                                | <u>(4)</u>   | 05/31/2013 <sup>(1)</sup>            |  | M                              | 4,803   | 05/31/2013   | 05/31/2013      | Class A Ordinary Shares                                       | 4,803                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NOTEBAERT RICHARD C<br>AON CORPORATION - CORPORATE LAW DEPT<br>200 EAST RANDOLPH STREET, 8TH FLOOR<br>CHICAGO, IL 60601 | X             |           |         |       |

## Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Richard C. Notebaert

06/04/2013

\_\_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) On May 31, 2013, as a result of the termination of deferred compensation plans, all remaining deferred stock units and phantom stock units held by the reporting person were settled in accordance with the terms of the plans.
  - (2) Class A Ordinary Shares acquired upon conversion of award.
  - (3) Includes shares acquired pursuant to dividend reinvestment.
  - (4) The award converts to Class A Ordinary Shares on a 1-for-1 basis.
  - (5) Phantom stock units converted to cash.
  - (6) The phantom stock units represent an outside director fee that was deferred into a directors' deferred compensation arrangement.
  - (7) The phantom stock units represent an outside director award granted annually to each non-employee director on or before May 20, 2005.
  - (8) The phantom stock units represent amounts credited to a directors' retirement account on behalf of each outside director on or before May 20, 2005.

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.