

Aon plc
Form 4
February 23, 2015

FORM 4

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

OMB APPROVAL

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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)
02/19/2015

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Ordinary Shares	02/19/2015		M ⁽¹⁾		358,988	A	£ 571,067
Class A Ordinary Shares	02/19/2015		F ⁽²⁾		150,582	D	\$ 100.28 420,485
Class A Ordinary Shares	02/20/2015		S ⁽³⁾		188,597	D	\$ 99.77 ⁽⁴⁾ 231,888
Class A Ordinary Shares	02/20/2015		S ⁽³⁾		19,809	D	\$ 100.342 212,079

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determined by the Organization and Compensation Committee of Aon's Board of Directors on February 19, 2015 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2012 and ending December 31, 2014. In accordance with the terms of LPP7, and the achievement of specified growth targets under LPP7, settlement occurred at 200% of the original target value. The terms of LPP7 are more fully described in a Current Report on Form 8-K filed with the SEC on March 21, 2012, and in the plan document filed as Exhibit 10.13 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed with the SEC on May 8, 2012.

- (2) 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.
- (3) The transactions reported were effected pursuant to a trading plan meeting the requirements of SEC Rule 10b5-1.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$99.24 to \$100.23, inclusive. The reporting person undertakes to provide to Aon plc, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.24 to \$100.49, inclusive. The reporting person undertakes to provide to Aon plc, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) 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.
- (6) The restricted share unit award will vest in accordance with the terms of the Aon plc 2011 Incentive Plan as follows: 33 1/3% of the awards will vest on each of the first through third anniversaries of the date of the 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.