

AON PLC
Reported by
MCGILL STEPHEN P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/23/15 for the Period Ending 02/19/15

Telephone	(44) 20 7623 5500
CIK	0000315293
Symbol	AON
SIC Code	6411 - Insurance Agents, Brokers, and Service
Industry	Insurance (Miscellaneous)
Sector	Financial
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McGill Stephen P	Aon plc [AON]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O AON PLC, 8 DEVONSHIRE SQUARE	2/19/2015	Chairman/CEO - ARS
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
LONDON, X0 EC2M 4PL		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/19/2015		M (1)		163166	A	(1)
Class A Ordinary Shares	2/19/2015		F (2)		68703	D	\$100.280

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Unit (Right to Receive)	(3)	2/19/2015		A		6631		2/19/2016 (4)	2/19/2018	Class A Ordinary Shares	6631	\$0	6631	D	

Explanation of Responses:

- (1) Represents Class A Ordinary Shares issued upon the settlement of performance share units originally granted approximately three years ago under the seventh cycle of the Leadership Performance Program ("LPP7") on March 16, 2012. The number of shares issued was 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 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.
- (4) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGill Stephen P C/O AON PLC 8 DEVONSHIRE SQUARE LONDON, X0 EC2M 4PL			Chairman/CEO - ARS	

Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Stephen P. McGill

2/23/2015

** Signature of Reporting Person

Date

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

* 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).

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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