

**AON PLC**  
Reported by  
**CASE GREGORY C**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/18/15 for the Period Ending 02/13/15

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)
<b>Case Gregory C</b>	<b>Aon plc [ AON ]</b>	<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; CEO</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>AON CORPORATION - CORPORATE LAW DEPT, 200 EAST RANDOLPH STREET, 8TH FLOOR</b>	<b>2/13/2015</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>CHICAGO, IL 60601</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	2/13/2015		M <sup>(1)</sup>		50000	A	\$22.86	838295	D	
Class A Ordinary Shares	2/13/2015		S <sup>(1)</sup>		29001	D	\$101.107 <sup>(2)</sup>	809294	D	
Class A Ordinary Shares	2/14/2015		M <sup>(3)</sup>		4312	A	<sup>(3)</sup>	813606	D	
Class A Ordinary Shares	2/14/2015		F <sup>(4)</sup>		1971	D	\$100.56	811635	D	
Class A Ordinary Shares	2/15/2015		M <sup>(3)</sup>		6038	A	<sup>(3)</sup>	817673	D	
Class A Ordinary Shares	2/15/2015		F <sup>(4)</sup>		2760	D	\$100.56	814913	D	
Class A Ordinary Shares	2/17/2015		M <sup>(1)</sup>		50000	A	\$22.86	864913	D	
Class A Ordinary Shares	2/17/2015		S <sup>(1)</sup>		29012	D	\$100.62 <sup>(5)</sup>	835901	D	
Class A Ordinary Shares	2/17/2015		M <sup>(3)</sup>		4899	A	<sup>(3)</sup>	840800	D	
Class A Ordinary Shares	2/17/2015		F <sup>(4)</sup>		2239	D	\$100.71	838561	D	
Class A Ordinary Shares	2/18/2015		M <sup>(1)</sup>		50000	A	\$22.86	888561	D	
Class A Ordinary Shares	2/18/2015		S <sup>(1)</sup>		29049	D	\$100.589 <sup>(6)</sup>	859512	D	
Class A Ordinary Shares								176000	I	By Trust

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$22.86	2/13/2015		M		50000	(7)	4/4/2015	Class A Ordinary Shares	50000	(8)	950000	D	
Restricted Share Unit (Right to Receive)	(9)	2/14/2015		M		4312	2/14/2015 (10)	2/14/2017	Class A Ordinary Shares	4312	\$0	8624	D	
Restricted Share Unit (Right to Receive)	(9)	2/15/2015		M		6038	2/15/2014 (10)	2/15/2016	Class A Ordinary Shares	6038	\$0	6038	D	
Employee Stock Option (Right to Buy)	\$22.86	2/17/2015		M		50000	(7)	4/4/2015	Class A Ordinary Shares	50000	(8)	900000	D	
Restricted Share Unit (Right to Receive)	(9)	2/17/2015		M		4899	2/17/2013 (10)	2/17/2015	Class A Ordinary Shares	4899	\$0	0	D	
Employee Stock Option (Right to Buy)	\$22.86	2/18/2015		M		50000	(7)	4/4/2015	Class A Ordinary Shares	50000	(8)	850000	D	

**Explanation of Responses:**

- (1) The transactions reported were effected pursuant to a trading plan meeting the requirements of SEC Rule 10b5-1. The reporting person entered into the trading plan in August 2014 for the sole purpose of exercising options otherwise scheduled to expire in March and April 2015 with the sale of shares intended to be limited to only those necessary to cover exercise price and applicable taxes.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.95 to \$101.22, 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.
- (3) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (4) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted share unit award.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.31 to \$100.89, 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.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$100.12 to \$100.975, 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.
- (7) Vesting occurred in accordance with the terms of the Aon Stock Incentive Plan as follows: one-third of the options vested on each of the second through fourth anniversaries of the date of grant.
- (8) Stock option granted pursuant to the Aon Stock Incentive Plan.
- (9) 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.
- (10) The restricted share unit award vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan as follows: 33 1/3% of the awards vest on each of the first through third anniversaries of the date of grant.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Case Gregory C AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601	X		President & CEO	

## Signatures

/s/ Matthew M. Rice - Matthew M. Rice pursuant to a power of attorney from Gregory C. Case

2/18/2015

\*\* 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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