

AON PLC Reported by DAVIES CHRISTA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/13/12 for the Period Ending 11/12/12

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





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) | | | | | |
|--|---|-------------------|---|---------------------------------|---|------------------------------|----------------|-------------|----------|--------------------|-----------------|----------------------------------|---|---|---------------------------|----------------------------|---------------------------|-----------------------|
| Davies Christa | a | | | Ac | n | plc [A | ON] | | | | | | | | | | | |
| (Last) (First) (Middle) AON PLC, 8 DEVONSHIRE | | | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | Director 10% Owner | | | | | |
| | | | | | | | | | | | | | | X _ Officer (give title below) Other (specify | | | | |
| | | | | | | | | | | | | | | below) EVP and CFO | | | | |
| SQUARE | | | | | | | | | | | | | | 01 0 | | | | |
| (Street) | | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| LONDON, XO | EC2M | 4PL | | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | | | | | | | | | | | | | | | • | | |
| | | Table I | - Non-D | eriva | tiv | | ties A | cqu | iire | d, Di | spo | osed of | f, or I | Beneficially | y Owned | | | |
| 1.Title of Security (Instr. 3) | | | | 2. Trans. Date | | 2A. Deemed | | | | | | | | | | | | 7. Nature of Indirect |
| (msu. 3) | | | | | | Execution Date, if any | (Instr. 8) (D) | | | (Instr. | | | | 3 and 4) | ransaction | 3) | Form: Be Direct (D) Ov | Beneficial |
| | | | | | | | | | (Inst | Instr. 3, 4 and 3 | | . 5) | _ | | | | | Ownership (Instr. 4) |
| | | | | | | | | | | | or | | | (I) (Instr. 4) | | | | |
| | | | 1. | 11/12/2 | 012 | | Code | V | Amo | ount (| D) | Price | | | | | '' | |
| Class A Ordinary Shares | | | | 11/12/2 | /12/2012 | | | | 2833 | 33 | 4 | (1) | | 136523 | | | D | |
| Class A Ordinary Shares 11/ | | | | 11/12/2 | /12/2012 | | | | 1174 | 42 | D \$ | \$56.01 | 1 124781 | | | | D | |
| | | | Į. | | | | | | | | | | | | | | • | , |
| Tab | le II - Dei | | ecuritie | s Ben | | | | <u> </u> | <u> </u> | | | <u> </u> | arran | ts, options | | | ities) | |
| 1. Title of Derivate Security | 2. Conversion | 3. Trans. Date | 3A. Deemed Execution Date, if any | Trans. Code (Instr. 8) | | 5. Number o Derivative | | | | | | Amount of 8. Price of Derivative | | | 10. Ownership | 11. Nature of Indirect | | |
| (Instr. 3) | or Exercise Price of Derivative Security | | | | 5 | Securities | A) | | | | | Deriva | ative Se | curity Security | derivative | Form of | Beneficial | |
| | | | | | | Acquired (A or Disposed | | | | | (Instr. 3 and 4 | | (Instr. 5) | Securities Beneficially | | Ownership (Instr. 4) | | |
| | | | | | | of (D) Instr. 3, 4 | | | | | | | | Owned Following | Direct (D) or Indirect | | | |
| | | | | | | and 5) | | | | | | | | | Reported | (I) (Instr. | | |
| | | | | Code V | | | Date | | 1 | Expiration Date | | | | Amount or | | Transaction (s) (Instr. 4) | 4) | |
| | | | | | V (| (A) (D) | Exe | rcisa | | | | Title | | Number of Shares | | (,) (,) | | |
| Restricted Stock Unit Award (Right to Receive) | (3) | 11/12/2012 | | М | | 28333 | 11/1 | 12/20 | 012 | 11/12/ | 2012 | | ss A inary res | 28333 | \$0 | 0 | D | |

Explanation of Responses:

- (1) Class A Ordinary Shares acquired upon the vesting of a restricted stock unit award.
- (2) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted stock unit award.
- (3) 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.

Reporting Owners

| Paparting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----|-------|-------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% | Owner | Officer | Other | | | |
| Davies Christa 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

11/13/2012

** 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.

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.