

Aon plc
Form 4
February 21, 2017

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 *
O'Connor Michael J

(Last) (First) (Middle)

C/O AON PLC, 122 LEADENHALL STREET

(Street)

LONDON, X0 EC3V 4AN

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Aon plc [AON]

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2017

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)

Chief Executive Officer, ARS

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 | 02/16/2017 | | A ⁽¹⁾ | | 48,076 | A | 147,292 |
| Class A Ordinary Shares | 02/16/2017 | | F ⁽²⁾ | | 20,894 | D | \$ 117.28 |
| Class A Ordinary Shares | 02/17/2017 | | M ⁽³⁾ | | 791 | A | 127,189 |
| Class A Ordinary Shares | 02/17/2017 | | F ⁽⁴⁾ | | 362 | D | \$ 117.53 |

Shares

| | | | | | | | |
|-------------------------------|------------|------------------|-------|---|--------------|---------|---|
| Class A Ordinary Shares | 02/17/2017 | M ⁽³⁾ | 1,048 | A | ③ | 127,875 | D |
| Class A Ordinary Shares | 02/17/2017 | F ⁽⁴⁾ | 479 | D | \$ 117.53 | 127,396 | D |

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

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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 |
| Restricted Share Unit (Right to Receive) | <u>(5)</u> | 02/16/2017 | | A | 2,089 | 02/16/2018 ⁽⁶⁾ 02/16/2020 ⁽⁶⁾ | Class A Ordinary Shares |
| Restricted Share Unit (Right to Receive) | <u>(5)</u> | 02/17/2017 | | M | 791 | 02/19/2017 ⁽⁷⁾ 02/19/2018 ⁽⁷⁾ | Class A Ordinary Shares |
| Restricted Share Unit (Right to Receive) | <u>(5)</u> | 02/17/2017 | | M | 1,048 | 02/18/2017 ⁽⁸⁾ 02/18/2019 ⁽⁸⁾ | Class A Ordinary Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Connor Michael J | | | Chief Executive Officer, ARS | |

C/O AON PLC
122 LEADENHALL STREET
LONDON, X0 EC3V 4AN

Signatures

/s/ Molly Johnson - Molly Johnson pursuant to a power of attorney from Michael J.
O'Connor

02/21/2017

__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).
Represents Class A Ordinary Shares issued upon the settlement of performance share units originally granted approximately three years ago under the ninth cycle of the Leadership Performance Program ("LPP9") on March 13, 2014. The number of shares issued was
(1) determined by the Organization and Compensation Committee of Aon's Board of Directors on February 16, 2017 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2014 and ending December 31, 2016. The terms of LPP9 are more fully described in Aon plc's proxy statement filed with the SEC on April 24, 2015.
(2) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the vesting of a performance share unit award.
(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 restricted share unit award converts to Class A Ordinary Shares on 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 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 the grant.
(7) A restricted share unit award was granted on February 19, 2015 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards vest on each of the first through third anniversaries of the date of the grant.
(8) A restricted share unit award was granted on February 18, 2016 and vests in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards 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.