

CONWAY MICHAEL A  
Form 4  
March 20, 2006

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
CONWAY MICHAEL A

(Last) (First) (Middle)

AON CORPORATION -  
CORPORATE LAW DEPT

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AON CORP [AOC]

3. Date of Earliest Transaction (Month/Day/Year)  
03/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Senior VP and Investment Ofc

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price   |  |   |        |        |   |                     |  |
| Common Stock                    | 03/17/2006                           |  | M <sup>(1)</sup>               |   | 143   | A  | Ⓐ   | 61,696 | D      |   |                     |  |
| Common Stock                    | 03/17/2006                           |  | F <sup>(2)</sup>               |   | 43  | D  | \$  | 41.365 | 61,653 | D |                     |  |
| Common Stock                    | 03/19/2006                           |  | M <sup>(1)</sup>               |   | 750   | A  | Ⓐ   | 62,403 |        | D |                     |  |
| Common Stock                    | 03/19/2006                           |  | F <sup>(2)</sup>               |   | 221   | D  | \$  | 41.365 | 62,182 |   | D                   |  |
| Common Stock                    |                                      |  |                                |   |   |  |   | 6,310  |        | I | Through Aon Savings |  |

Plan and  
ESOP

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

**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.**

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit Award (Right to Receive) | (3)  | 03/16/2006                           |  | A                              | 1,275   | 03/16/2007 <sup>(4)</sup> 03/16/2009                     | Common Stock  | 1,275                      |
| Restricted Stock Unit Award (Right to Receive) | (3)  | 03/17/2006                           |  | M                              | 143   | 03/17/2006 03/17/2006                                    | Common Stock  | 143                        |
| Restricted Stock Unit Award (Right to Receive) | (3)  | 03/19/2006                           |  | M                              | 750   | 03/19/2006 03/19/2006                                    | Common Stock  | 750                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

CONWAY MICHAEL A  
AON CORPORATION - CORPORATE LAW DEPT  
CHICAGO, IL 60601

Senior VP and Investment Ofc

## Signatures

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Michael A. Conway

03/20/2006

\_\_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).
- (1) Shares of common stock acquired upon the vesting of a restricted stock award.
- (2) Shares of common stock withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted stock award.
- (3) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.
- (4) Restricted stock units will vest in accordance with the Aon Stock Incentive Plan as follows: 22.22% of the awards will vest on each of the first and second anniversaries of the date of grant, and 55.56% of the awards will vest on the third anniversary of the date of 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.