

McGill Stephen P
Form 4
March 01, 2010

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 *
McGill Stephen P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AON CORPORATE LAW
DEPT, 200 EAST RANDOLPH
STREET, 8TH FL

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman/CEO - ARS

(Street)
CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ 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. 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 | | | |
| Common Stock | 02/27/2009 | | S | 45,332 D \$ 38.9 (5) | 15,588 (6) | D | |
| Common Stock | 02/25/2010 | | A(1) | 60,648 (1) A (1) | 86,449 (5) | D | |
| Common Stock | 02/25/2010 | | F(2) | 22,969 D \$ 40.99 | 63,480 (5) | D | |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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) | 02/25/2010 | | A | 14,089 | 02/25/2011 ⁽⁴⁾ 02/25/2013 | Common Stock | 14,089 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGill Stephen P
C/O AON CORPORATE LAW DEPT
200 EAST RANDOLPH STREET, 8TH FL
CHICAGO, IL 60601

Chairman/CEO - ARS

Signatures

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Stephen P. McGill

03/01/2010

**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 shares of common stock issued upon the settlement of performance share units originally granted approximately three years ago under the second cycle of the Leadership Performance Program ("LPP2") on March 15, 2007. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 25, 2010 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2007 and ending

(1) December 31, 2009. In accordance with the terms of LPP2, and the achievement of specified growth targets under LPP2, settlement occurred at 200% of the original target value. The terms of LPP2 are more fully described in a Current Report on Form 8-K filed with the SEC on March 21, 2007, and in the plan document filed as Exhibit 10.2 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed with the SEC on May 9, 2008.

(2) Shares of common stock withheld by the issuer for the payment of withholding taxes in connection with the settlement of a performance share unit award.

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- (3) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.
- (4) The restricted stock unit award will vest in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards will vest on each of the first through third anniversaries of the date of grant.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.765 to \$39.03, inclusive. The reporting person undertakes to provide to Aon Corporation, or the Staff of the Securities and Exchange

- (5) Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The number of shares shown in Column 5 represents the number of shares owned by the reporting person immediately following the disposition of shares of common stock on February 27, 2009. Following the vesting of additional restricted stock units on various dates in

- (6) March 2009, May 2009 and February 2010, all of which have been timely reported, the amount of securities beneficially owned by the reporting person immediately in advance of the transactions that occurred on February 25, 2010 was 25801.

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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