

LIEB PETER M
Form 4
July 17, 2012

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 *
LIEB PETER M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & General Counsel

(Last) (First) (Middle)
**AON CORPORATION -
CORPORATE LAW DEPT, 200
EAST RANDOLPH STREET, 8TH
FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2012

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Ordinary Shares | 07/15/2012 | | M ⁽¹⁾ | 11,667 | A | 15,854.82 | ⁽³⁾ D |
| Class A Ordinary Shares | 07/15/2012 | | F ⁽²⁾ | 4,835 | D | \$ 47.63 | 11,019.82 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)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Unit Award (Right to Receive) | (4) | 07/15/2012 | | M | 11,667 | 07/15/2012 07/15/2012 | Class A Ordinary Shares | 11,667 |
| Phantom Stock | (5) | 07/15/2012 | | A | 6.83 | (6) (6) | Class A Ordinary Shares | 6.83 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| LIEB PETER M AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601 | EVP & General Counsel |

Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Peter Lieb

07/16/2012

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) 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) Includes shares acquired pursuant to dividend reinvestment and Includes 188.632 shares acquired under the Aon employee stock purchase plan.

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- (4) The restricted stock unit award converts to Class A Ordinary Shares on a 1-for-1 basis.
- (5) Each share of phantom stock acquired under the issuer's deferred compensation plan represents the right to receive the cash value thereof. Shares of phantom stock are payable in cash in ten annual installments following the reporting person's retirement. Subject to the issuer's
- (6) compliance procedures for its Section 16 reporting officers, the reporting person may transfer Class A Ordinary Shares into an alternative investment account under the issuer's deferred compensation plan.

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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