

Aon plc  
Form 4  
February 17, 2015

**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

(Last) (First) (Middle)

AON CORPORATION -  
CORPORATE LAW DEPT, 200  
EAST RANDOLPH STREET, 8TH  
FLOOR

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2015

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)  
EVP & General Counsel

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 or Disposed of (A) or (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V  | Amount or Price   |  |                                   |
| Class A Ordinary Shares         | 02/13/2015                           |  | M <sup>(1)</sup>               |  | 1,107 A <u>11</u>   | 36,115.03 <sup>(2)</sup>                                 | D                                 |
| Class A Ordinary Shares         | 02/13/2015                           |  | F <sup>(3)</sup>               |  | 319 D \$ 100.56   | 35,796.03  | D                                 |
| Class A Ordinary Shares         | 02/14/2015                           |  | M <sup>(1)</sup>               |  | 1,425 A <u>11</u>   | 37,221.03  | D                                 |

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|                         |            |                  |       |   |           |           |   |
|-------------------------|------------|------------------|-------|---|-----------|-----------|---|
| Class A Ordinary Shares | 02/14/2015 | F <sup>(3)</sup> | 410   | D | \$ 100.56 | 36,811.03 | D |
| Class A Ordinary Shares | 02/16/2015 | M <sup>(1)</sup> | 1,532 | A | 100       | 38,343.03 | D |
| Class A Ordinary Shares | 02/16/2015 | F <sup>(3)</sup> | 441   | D | \$ 100.56 | 37,902.03 | D |
| Class A Ordinary Shares | 02/17/2015 | S <sup>(4)</sup> | 2,894 | D | \$ 100.3  | 35,008.03 | D |
| Class A Ordinary Shares | 01/02/2015 | G V              | 300   | D | \$ 0      | 34,708.03 | D |

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

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SEC 1474  
(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) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Restricted Share Unit (Right to Receive)   | (5)  | 02/13/2015                           |  | M                              | 1,107   | 02/13/2015 <sup>(6)</sup>                                | 02/13/2017  | Class A Ordinary Shares    | 1,107 |
| Restricted Share Unit (Right to Receive)   | (5)  | 02/14/2015                           |  | M                              | 1,425   | 02/14/2014 <sup>(6)</sup>                                | 02/14/2016  | Class A Ordinary Shares    | 1,425 |
| Restricted Share Unit                      | (5)  | 02/16/2015                           |  | M                              | 1,532   | 02/16/2013 <sup>(6)</sup>                                | 02/16/2015  | Class A Ordinary           | 1,532 |

(Right to  
Receive)

Shares

## Reporting Owners

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

## Signatures

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

02/17/2015

\_\_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 share unit award.
- (2) Includes 97.175 shares acquired under the Aon employee stock purchase plan.
- (3) 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.
- (4) The transaction reported was effected pursuant to a trading plan meeting the requirements of SEC Rule 10b5-1.
- (5) The restricted share 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.
- (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 grant.

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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