

Aon plc  
 Form 3  
 February 13, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â O'Connor Michael J                      |         | (Month/Day/Year)                     | Aon plc [AON]  |  |
| (Last)                                    | (First) | (Middle)                             | 02/01/2017   |  |
| C/O AON PLC,Â 122 LEADENHALL STREET       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| LONDON,Â X0Â EC3V 4AN                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Chief Executive Officer, ARS   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Ordinary Shares         | 98,414  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   |  |  |   |

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|  | Expiration Date           | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--|---------------------------|----------------------------|----------------------------|
| Restricted Share Unit (Right to Receive) | 02/13/2017 <sup>(1)</sup> | 02/13/2017                 | Class A Ordinary Shares    |
|  |                           | 1,176                      | \$ <sup>(2)</sup>          |
|  |                           |                            | D                          |
|  |                           |                            | Â                          |
| Restricted Share Unit (Right to Receive) | 02/19/2017 <sup>(3)</sup> | 02/19/2018                 | Class A Ordinary Shares    |
|  |                           | 1,582                      | \$ <sup>(2)</sup>          |
|  |                           |                            | D                          |
|  |                           |                            | Â                          |
| Restricted Share Unit (Right to Receive) | 02/18/2017 <sup>(4)</sup> | 02/18/2019                 | Class A Ordinary Shares    |
|  |                           | 3,146                      | \$ <sup>(2)</sup>          |
|  |                           |                            | D                          |
|  |                           |                            | Â                          |
| Employee Stock Option (Right to Buy)     | Â <sup>(5)</sup>          | 02/28/2018                 | Class A Ordinary Shares    |
|  |                           | 32,824                     | \$ 41.8                    |
|  |                           |                            | D                          |
|  |                           |                            | Â                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| O'Connor Michael J<br>C/O AON PLC<br>122 LEADENHALL STREET<br>LONDON, Â X0Â EC3V 4AN | Â             | Â         | Â Chief Executive Officer, ARS | Â     |

## Signatures

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

02/13/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) A restricted share unit award was granted on February 13, 2014 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.
- (2) The restricted share unit award converts to Class A Ordinary Shares on a 1-for-1 basis. In accordance with UK law, the reporting person agreed to pay the issuer the nominal value of US\$0.01 per share issued to the reporting person.
- (3) 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.
- (4) 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.
- (5) The options became exercisable in three equal annual installments. All options are exercisable.

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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