

BUNGERT MICHAEL G
Form 4
January 04, 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 *
BUNGERT MICHAEL G

(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 CORP [AOC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Aon Re Inc. - President/CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/01/2006 | | <u>M</u> ⁽¹⁾ | V 2,250 A | \$ 35.97 | <u>(2)</u> | D |
| Common Stock | 01/01/2006 | | <u>F</u> ⁽³⁾ | 663 D | \$ 35.97 | <u>(2)</u> | D |
| Common Stock | 01/01/2006 | | <u>M</u> ⁽¹⁾ | 2,250 A | \$ 35.97 | <u>(2)</u> | D |
| Common Stock | 01/01/2006 | | <u>F</u> ⁽³⁾ | 663 D | \$ 35.97 | <u>(2)</u> | D |
| | 01/01/2006 | | <u>M</u> ⁽¹⁾ | 2,250 A | | <u>(2)</u> | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|--|----------|-----------------------|-----------------------------------|
| Common Stock | | | | | | \$ 35.97 | | |
| Common Stock | 01/01/2006 | F ⁽³⁾ | 663 | D | | \$ 35.97 | 86,512 ⁽²⁾ | D |
| Common Stock | 01/01/2006 | M ⁽¹⁾ | 2,250 | A | | \$ 35.97 | 88,762 ⁽²⁾ | D |
| Common Stock | 01/01/2006 | F ⁽³⁾ | 663 | D | | \$ 35.97 | 88,099 ⁽²⁾ | D |
| Common Stock | 01/02/2006 | M ⁽¹⁾ | 4,500 | A | | \$ 35.97 | 92,599 ⁽²⁾ | D |
| Common Stock | 01/02/2006 | F ⁽³⁾ | 1,488 | D | | \$ 35.97 | 91,111 ⁽²⁾ | D |
| Common Stock | 01/02/2006 | M ⁽¹⁾ | 2,250 | A | | \$ 35.97 | 93,361 ⁽²⁾ | D |
| Common Stock | 01/02/2006 | F ⁽³⁾ | 663 | D | | \$ 35.97 | 92,698 ⁽²⁾ | D |
| Common Stock | 01/02/2006 | M ⁽¹⁾ | 2,250 | A | | \$ 35.97 | 94,948 ⁽²⁾ | D |
| Common Stock | 01/02/2006 | F ⁽³⁾ | 663 | D | | \$ 35.97 | 94,285 ⁽²⁾ | D |
| Common Stock | | | | | | | 22,844 | I |
| | | | | | | | | Through Aon Savings Plan and ESOP |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| | ⁽⁴⁾ | 01/01/2006 | | A | 22,500 | 01/01/2009 ⁽⁵⁾ 01/01/2016 | |

| Stock Award (Right to Receive) | | | | | | | | Common Stock |
|---------------------------------------|-----|------------|---|-------|------------|------------|--|--------------|
| Common Stock | (4) | 01/01/2006 | M | 2,250 | 01/01/2006 | 01/01/2006 | | Common Stock |
| Common Stock | (4) | 01/01/2006 | M | 2,250 | 01/01/2006 | 01/01/2006 | | Common Stock |
| Common Stock | (4) | 01/01/2006 | M | 2,250 | 01/01/2006 | 01/01/2006 | | Common Stock |
| Common Stock | (4) | 01/01/2006 | M | 2,250 | 01/01/2006 | 01/01/2006 | | Common Stock |
| Common Stock | (4) | 01/02/2006 | M | 4,500 | 01/02/2006 | 01/02/2006 | | Common Stock |
| Common Stock | (4) | 01/02/2006 | M | 2,250 | 01/02/2006 | 01/02/2006 | | Common Stock |
| Common Stock | (4) | 01/02/2006 | M | 2,250 | 01/02/2006 | 01/02/2006 | | Common Stock |
| Phantom Stock (Deferred Stock Awards) | (6) | | | | (7) | (7) | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUNGERT MICHAEL G AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601 | | | Aon Re Inc. - President/CEO | |

Signatures

/s/ Jennifer L. Kraft - Jennifer L. Kraft pursuant to a power of attorney from Michael G. Bungert 01/04/2006

__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) Includes 1,155 shares of common stock acquired under the Aon employee stock purchase plan.

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- (3) Shares of common stock withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted stock award.
- (4) The restricted stock award converts to shares of common stock on a 1-for-1 basis.
- (5) Awards will vest in accordance with the Aon Stock Incentive Plan as follows: 20% of the awards will vest on each of the third and tenth anniversaries of the date of grant, and 10% of the awards will vest on each of the fourth through ninth anniversaries of the date of grant.
- (6) The phantom shares convert to shares of common stock on a 1-for-1 basis.
- (7) The phantom stock represents vested award shares of which the reporting person has previously deferred receipt.
- (8) Represents the phantom share balance as of December 31, 2005.

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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