

Davies Christa
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Davies Christa

(Last) (First) (Middle)
200 EAST RANDOLPH ST.

(Street)

CHICAGO, IL

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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)
Chief Financial Officer

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)
			Code	V	Amount or Price		
Class A Ordinary Stock	02/15/2018		A ⁽¹⁾		53,079	A	Ⓛ
Class A Ordinary Stock	02/15/2018		F ⁽²⁾		20,896	D	\$ 140.89
Class A Ordinary Stock	02/15/2018		A ⁽¹⁾		106,157	A	Ⓛ
Class A Ordinary	02/15/2018		F ⁽²⁾		41,770	D	\$ 140.89
							284,766
							263,870
							370,027
							328,257

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Stock							
Class A Ordinary Stock	02/16/2018	S	12,100	D	\$ 140.62 (3) (4)	316,157	D
Class A Ordinary Stock	02/16/2018	S	84,470	D	\$ 140.96 (4) (5)	231,687	D
Class A Ordinary Stock	02/16/2018	M(6)	1,775	A	(6)	233,462	D
Class A Ordinary Stock	02/16/2018	F(2)	699	D	\$ 140.86	232,763	D
Class A Ordinary Stock	02/16/2018	M(6)	1,974	A	(6)	234,737	D
Class A Ordinary Stock	02/16/2018	F(2)	777	D	\$ 140.86	233,960	D
Class A Ordinary Stock	02/16/2018	M(6)	1,591	A	(6)	235,551	D
Class A Ordinary Stock	02/16/2018	F(2)	627	D	\$ 140.86	234,924	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/15/2018	A	3,577	<u>(8)</u>	02/15/2021 ⁽⁸⁾	Class A Ordinary Shares	3,577
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,775	<u>(9)</u>	02/19/2018 ⁽⁹⁾	Class A Ordinary Shares	1,775
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,974	<u>(10)</u>	02/18/2019 ⁽¹⁰⁾	Class A Ordinary Shares	1,974
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,591	<u>(11)</u>	02/16/2020 ⁽¹¹⁾	Class A Ordinary Shares	1,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davies Christa 200 EAST RANDOLPH ST. CHICAGO, IL			Chief Financial Officer	

Signatures

/s/ Molly Johnson pursuant to power of attorney from Christa Davies 02/20/2018

**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) Represents Class A Ordinary Shares issued upon the settlement of performance share unit awards originally granted approximately three years ago under the tenth cycle of the Company's Leadership Performance Program. The number of shares issued was determined by the Organization and Compensation Committee of the Board of Directors on February 15, 2018, based on the Company's performance for the period from January 1, 2015 to December 31, 2017.
- (2) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
- (3) The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$139.89 to \$140.88, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) The transaction reported was effected pursuant to a trading plan entered into on November 21, 2017 meeting the requirements of Rule 10b5-1.
- (5) The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$140.89 to \$141.63, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

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- (6) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (7) 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.
- (8) 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 award vests on each of the first through third anniversary of the date of the grant.
- (9) A restricted share unit award was granted on February 19, 2015 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third anniversary of the date of grant.
- (10) A restricted share unit award was granted on February 18, 2016 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third anniversary of the date of grant.
- (11) A restricted share unit award was granted on February 16, 2017 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third anniversary 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.