

Aon plc
Form 4
February 23, 2017

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 *
Davies Christa

(Last) (First) (Middle)

C/O AON PLC, 8 DEVONSHIRE SQUARE

(Street)

LONDON, X0 EC2M 4PL

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2017

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)
EVP and CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Ordinary Shares	02/21/2017		M ⁽¹⁾		\$ 93,466 A 45.895	325,153	D
Class A Ordinary Shares	02/21/2017		S ⁽¹⁾		\$ 75,367 D 115.71	249,786	D
Class A Ordinary Shares	02/21/2017		S ⁽¹⁾		\$ 17,899 D 116.46	231,887	D
Class A Ordinary Shares	02/21/2017		S ⁽¹⁾		\$ 200 D 231,687	231,687	D

Shares

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 45.895	02/21/2017		M	93,466	⁽⁴⁾ 11/12/2017	Class A Ordinary Shares	93,466

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davies Christa C/O AON PLC 8 DEVONSHIRE SQUARE LONDON, X0 EC2M 4PL			EVP and CFO	

Signatures

/s/ Michele Welsh - by Michele Welsh pursuant to a power of attorney from Christa Davies

02/23/2017

**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) The transaction was effected pursuant to a trading plan meeting the requirements of Rule 10b5-1.

(2) 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 \$115.22 to 116.20, inclusive. Full information regarding the number of shares sold at each separate price is available upon request

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by the Commission staff, the issuer, or a security holder of the issuer.

- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging
- (3) from \$116.22 to \$116.92, 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) Vesting occurred in accordance with the terms of Aon Stock Incentive Plan as follows: one-third of the options vested on each of the second through fourth anniversary of the date of the grant.
 - (5) Stock option granted pursuant to Aon Stock Incentive 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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