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Rofe Paul											
Form 4	1										
April 14, 201											
FORM	4 UNITED	STATES	SECU	RITIES A	AND EX	CHANGE			PPROVAL		
Washington, D.C. 20549									3235-0287		
Check this if no longe	a t'						Expires:	January 31, 2005			
subject to STATEMENT OF CHANGE Section 16. SI Form 4 or					RITIES		Estimated burden ho response	d average ours per			
Form 5 obligations may continue. See Instruction 1(b). 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 Ro	esponses)										
1. Name and Ac Rofe Paul	2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER]				5. Relationship of Reporting Person(s) to Issuer						
	AerCaj	p Holding	s N.V. [<i>A</i>	AERJ	(Check all applicable)						
(Last)	(First) (I	Middle)		Date of Earliest Transaction			D' (10% O				
				(Month/Day/Year) 03/01/2011			Director 10% Owner X Officer (give title Other (specify below) Group Treasurer				
File				4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SCHIPHOL	AIRPORT, P7 1	III/CE					Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if		Disposed	(A) or of (D)	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)		
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.				
·					Perso inforn requir	ns who res nation cont red to respo nys a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab	le II - Deriv	vative Sec	curities Acq	uired, Dis	posed of, or	Beneficially Owned	d			

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N
Restricted Stock Unit	<u>(1)</u>	03/01/2011		J <u>(2)</u>		100,000		05/31/2015 <u>(3)</u>	05/31/2015 <u>(3)</u>	Ordinary Shares	Sł

Reporting Owners

Reporting Owner Name / Address		Relationships						
reporting officer runner runners	Director	10% Owner	Officer	Other				
Rofe Paul AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT, P7 1117C	E		Group Treasurer					
Signatures								
/s/ Paul Rofe 04/14/	/2011							

/s/ Paul Rofe
<u>**</u>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) Each Restricted Stock Unit ("RSU") will convert (i) on a 1-for-1 basis into ordinary shares of the issuer upon vesting, (ii) the cash equivalent, or (iii) a combination of items (i) and (ii).
- (2) Grant of RSUs pursuant to AerCap Holdings N.V. 2006 Equity Incentive Plan. This form is filed voluntarily. As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.
- (3) 50,000 RSUs will vest on this date. The remaining 50,000 RSUs vest on this date subject to performance goals.

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.