

AerCap Holdings N.V.  
Form 4  
December 11, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHAPMAN JAMES N**

(Last) (First) (Middle)

**AERCAP HOUSE,  
STATIONSPLEIN 965**

(Street)

**SCHIPHOL, P7 1117CE**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AerCap Holdings N.V. [AER]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/09/2015**

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)

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	(A) or (D) Price			
Ordinary Shares <sup>(1)</sup>	12/09/2015		S		1,400	D \$ 41.287	6,615	D	
Ordinary Shares	12/09/2015		S		400	D \$ 41.284	6,215	D	
Ordinary Shares	12/09/2015		S		100	D \$ 41.284	6,115	D	
Ordinary Shares	12/09/2015		S		100	D \$ 41.281	6,015	D	
Ordinary Shares	12/09/2015		C		1,443	A \$ 0	7,458	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	8. Amount or Number of Shares
Ordinary Share Options (Right to Buy) <sup>(2)</sup>	\$ 11.29	12/09/2015		C	2,151	01/01/2015 12/31/2021	Ordinary Shares	1,574
Ordinary Share Options (Right to Buy) <sup>(3)</sup>	\$ 14.12	12/09/2015		C	1,774	01/01/2014 12/31/2020	Ordinary Shares	1,179

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CHAPMAN JAMES N  
AERCAP HOUSE, STATIONSPLEIN 965 X  
SCHIPHOL, P7 1117CE

## Signatures

/s/ James  
Chapman 12/11/2015

\*\*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) This form is filed voluntarily. As a foreign private issuer, AerCap Holdings N.V. is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

(2) The exercise of Ordinary Share Options resulted in Ordinary Shares at an amount equal to the product of (A) 2,151 and (B) the excess of the current AerCap Holdings N.V. share price (\$42.12) over the exercise price (\$11.29), divided by the current AerCap Holdings N.V. share price. Some of the Ordinary Shares resulting from the exercise of the Ordinary Share Options are being withheld by AerCap Holdings N.V. to pay taxes payable by J. Chapman in connection with the conversion of Ordinary Share Options.

(3) The exercise of Ordinary Share Options resulted in Ordinary Shares at an amount equal to the product of (A) 1,774 and (B) the excess of the current AerCap Holdings N.V. share price (\$42.12) over the exercise price (\$14.12), divided by the current AerCap Holdings N.V. share price. Some of the Ordinary Shares resulting from the exercise of the Ordinary Share Options are being withheld by AerCap Holdings N.V. to pay taxes payable by J. Chapman in connection with the conversion of Ordinary Share Options.

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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