

Aon plc  
Form 4  
February 17, 2015

**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)  
02/13/2015

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)  
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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Class A Ordinary Shares         | 02/13/2015                           |  | M <sup>(1)</sup>               |   | 2,213 A \$ 208,394  | D  |  |
| Class A Ordinary Shares         | 02/13/2015                           |  | F <sup>(2)</sup>               |   | 643 D \$ 207,751  | D  |  |
| Class A Ordinary Shares         | 02/14/2015                           |  | M <sup>(1)</sup>               |   | 2,789 A \$ 210,540  | D  |  |
| Class A Ordinary Shares         | 02/14/2015                           |  | F <sup>(2)</sup>               |   | 810 D \$ 209,730  | D  |  |

Shares

|                               |            |                  |       |   |              |         |   |
|-------------------------------|------------|------------------|-------|---|--------------|---------|---|
| Class A<br>Ordinary<br>Shares | 02/16/2015 | M <sup>(1)</sup> | 3,311 | A | Ⓛ            | 213,041 | D |
| Class A<br>Ordinary<br>Shares | 02/16/2015 | F <sup>(2)</sup> | 962   | D | \$<br>100.56 | 212,079 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |       |
|---|---|---|---|---|---|--|--|--|-------|
|   |   |   |   | Code                                    | V (A) (D)   | Date Exercisable   | Expiration<br>Date   | Title                                  |       |
| Restricted<br>Share Unit<br>(Right to<br>Receive)   | <u>(3)</u>  | 02/13/2015                              |   | M                                       | 2,213   | 02/13/2015 <sup>(4)</sup>                                      | 02/13/2017   | Class A<br>Ordinary<br>Shares          | 2,213 |
| Restricted<br>Share Unit<br>(Right to<br>Receive)   | <u>(3)</u>  | 02/14/2015                              |   | M                                       | 2,789   | 02/14/2014 <sup>(4)</sup>                                      | 02/14/2016   | Class A<br>Ordinary<br>Shares          | 2,789 |
| Restricted<br>Share Unit<br>(Right to<br>Receive)   | <u>(3)</u>  | 02/16/2015                              |   | M                                       | 3,311   | 02/16/2013 <sup>(4)</sup>                                      | 02/16/2015   | Class A<br>Ordinary<br>Shares          | 3,311 |

## 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/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Christa  
Davies

02/17/2015

\_\_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) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (2) Class A Ordinary Shares withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted share unit award.
- (3) 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.
- (4) 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 awards vest on each of the first through third anniversaries 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.

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