

OHALLERAN MICHAEL D
Form 4
January 04, 2005

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 *
OHALLERAN MICHAEL D

2. Issuer Name and Ticker or Trading Symbol
AON CORP [AOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
AON CORPORATION -
CORPORATE LAW DEPT, 200
EAST RANDOLPH STREET, 8TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Exec VP

(Street)
CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
Common Stock	01/02/2005		M ⁽¹⁾	2,250	\$ 23.795	68,359	I	Trust for Self
Common Stock	01/02/2005		F ⁽²⁾	802	\$ 23.795	67,557	I	Trust for Self
Common Stock	01/02/2005		M ⁽¹⁾	2,250	\$ 23.795	69,807	I	Trust for Self
Common Stock	01/02/2005		F ⁽²⁾	757	\$ 23.795	69,050	I	Trust for Self
	01/02/2005		M ⁽¹⁾	6,750		75,800	I	

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Common Stock					\$ 23.795			Trust for Self
Common Stock	01/02/2005	F ⁽²⁾	1,987	D	\$ 23.795	73,813	I	Trust for Self
Common Stock	01/02/2005	M ⁽¹⁾	6,750	A	\$ 23.795	80,563	I	Trust for Self
Common Stock	01/02/2005	F ⁽²⁾	1,987	D	\$ 23.795	78,576	I	Trust for Self
Common Stock	01/02/2005	M ⁽¹⁾	4,500	A	\$ 23.795	83,076	I	Trust for Self
Common Stock	01/02/2005	F ⁽²⁾	1,325	D	\$ 23.795	81,751	I	Trust for Self
Common Stock						114,597 ⁽³⁾	I	Trust for Spouse
Common Stock						25,944	I	Through Aon Savings Plan and ESOP

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.

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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 Security (Instr. 3 and 4)	8. An or Nu of
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Award (Right to Receive)	⁽⁴⁾	01/01/2005		A	22,500	01/01/2008 ⁽⁵⁾ 01/01/2015	Common Stock	22
Common Stock	⁽⁴⁾	01/02/2005		M	2,250	01/02/2005 01/02/2005	Common Stock	2
Common	⁽⁴⁾	01/02/2005		M	2,250	01/02/2005 01/02/2005	Common	2

Stock								Stock
Common Stock	(4)	01/02/2005	M	6,750	01/02/2005	01/02/2005	Common Stock	6
Common Stock	(4)	01/02/2005	M	6,750	01/02/2005	01/02/2005	Common Stock	6
Common Stock	(4)	01/02/2005	M	4,500	01/02/2005	01/02/2005	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHALLERAN MICHAEL D AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601	X		Senior Exec VP	

Signatures

/s/ Jennifer L. Kraft - Jennifer L. Kraft pursuant to a power of attorney from Michael D. O'Halleran 01/04/2005

__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) Shares of common stock acquired upon the vesting of a restricted stock award.
- (2) Shares of common stock withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted stock award.
- (3) The reporting person disclaims beneficial ownership of these shares.
- (4) The restricted stock award converts to shares of common stock on a 1-for-1 basis.
- (5) Awards will vest in accordance with the Aon Stock Incentive Plan as follows; 20% of the awards will vest on each of the third and ninth anniversaries of the date of grant, and 10% of the awards will vest on each of the fourth through ninth 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. 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.