AON CORP Form 3 March 27, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

McGill Stephen P

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/17/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

AON CORP [AOC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

CEO - ARSA

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O AON CORPORATE LAW DEPT, 200 EAST

RANDOLPH STREET, 8TH FL

(Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CHICAGO, ILÂ 60601

(City) (State) (Zip)

1. Title of Security

(Instr. 4)

2. Amount of Securities

(Instr. 4)

0

Beneficially Owned

3. Ownership

(I)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: Direct (D) or Indirect

(Instr. 5)

Â

(Instr. 5) D

Common Stock

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative

(Month/Day/Year)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit Award (Right to Receive)	(1)	05/15/2015	Common Stock	137,500	\$ <u>(2)</u>	D	Â
Restricted Stock Unit Award (Right to Receive)	(3)	03/16/2011	Common Stock	14,565	\$ <u>(2)</u>	D	Â
Restricted Stock Unit Award (Right to Receive)	(4)	03/16/2009	Common Stock	18,772	\$ <u>(2)</u>	D	Â
Employee Stock Option (Right to Buy)	(5)	03/16/2012	Common Stock	45,515	\$ 41.195	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
McGill Stephen P C/O AON CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FL CHICAGO, IL 60601	Â	Â	CEO - ARSA	Â	

Signatures

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Stephen P. McGill

03/27/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Restricted stock unit awards will vest in accordance with the Aon Stock Incentive Plan as follows: 20% of the awards will vest on each of (1) the third and tenth 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. The date of grant was May 15, 2005.
- (2) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.
- (3) Restricted stock unit awards will vest in accordance with the Aon Stock Incentive Plan as follows: one-third of the awards will vest on each of the third through fifth anniversaries of the date of grant. The date of grant was March 16, 2006.
- Restricted stock unit awards will vest in accordance with the Aon Stock Incentive Plan as follows: 5,477 of the awards will vest on the (4) first anniversary of the date of grant, 5,475 of the awards will vest on the second anniversary of the date of grant and 7,820 of the awards will vest on the third anniversary of the date of grant. The date of grant was March 16, 2006.
- Vesting will occur in accordance with the Aon Stock Incentive Plan as follows: 33.34% of the options will vest on the first anniversary of the date of grant, and 33.33% of the options will vest on each of the second and third anniversaries of the date of grant. The date of grant was March 16, 2006.

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.

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