Davies Christa Form 4 February 20, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction 1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Davies Christa**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

Aon plc [AON]

3. Date of Earliest Transaction

(Month/Day/Year) 02/15/2018

Filed(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

Chief Financial Officer

200 EAST RANDOLPH ST.

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

CHICAGO, IL

(Last)

(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)	Code (Instr. 8)	(A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Ordinary Stock	02/15/2018		Code V A(1)	Amount 53,079	(D)	Price (1)	284,766	D	
Class A Ordinary Stock	02/15/2018		F(2)	20,896	D	\$ 140.89	263,870	D	
Class A Ordinary Stock	02/15/2018		A(1)	106,157	A	(1)	370,027	D	
Class A Ordinary	02/15/2018		F(2)	41,770	D	\$ 140.89	328,257	D	

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Stock							
Class A Ordinary Stock	02/16/2018	S	12,100	D	\$ 140.62 (3) (4)	316,157	D
Class A Ordinary Stock	02/16/2018	S	84,470	D	\$ 140.96 (4) (5)	231,687	D
Class A Ordinary Stock	02/16/2018	M <u>(6)</u>	1,775	A	<u>(6)</u>	233,462	D
Class A Ordinary Stock	02/16/2018	F(2)	699	D	\$ 140.86	232,763	D
Class A Ordinary Stock	02/16/2018	M <u>(6)</u>	1,974	A	<u>(6)</u>	234,737	D
Class A Ordinary Stock	02/16/2018	F(2)	777	D	\$ 140.86	233,960	D
Class A Ordinary Stock	02/16/2018	M <u>(6)</u>	1,591	A	<u>(6)</u>	235,551	D
Class A Ordinary Stock	02/16/2018	F(2)	627	D	\$ 140.86	234,924	D

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.

(D)

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amou of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amo or Nun

Code V

(A)

of

Shar

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Restricted Share Unit (Right to Receive)	(7)	02/15/2018	A	3,577	<u>(8)</u>	02/15/2021(8)	Class A Ordinary Shares	3,5
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,775	(9)	02/19/2018(9)	Class A Ordinary Shares	1,7
Restricted Share Unit (Right to Receive)	<u>(7)</u>	02/16/2018	M	1,974	(10)	02/18/2019(10)	Class A Ordinary Shares	1,9
Restricted Share Unit (Right to Receive)	(7)	02/16/2018	M	1,591	<u>(11)</u>	02/16/2020(11)	Class A Ordinary Shares	1,5

Reporting Owners

Reporting Owner Name / Address	Relationships							
FS	Director	10% Owner	Officer	Other				
Davies Christa			G1 1 0 771 1 1 0 00					
200 EAST RANDOLPH ST. CHICAGO, IL			Chief Financial Officer					

Signatures

/s/ Molly Johnson pursuant to power of attorney from Christa

Davies

**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).
- Represents Class A Ordinary Shares issued upon the settlement of performance share unit awards originally granted approximately three years ago under the tenth cycle of the Company's Leadership Performance Program. The number of shares issued was determined by the Organization and Compensation Committee of the Board of Directors on February 15, 2018, based on the Company's performance for the period from January 1, 2015 to December 31, 2017.
- (2) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$139.89 to \$140.88, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.
- (4) The transaction reported was effected pursuant to a trading plan entered into on November 21, 2017 meeting the requirements of Rule 10b5-1.
- The price reported is a weighted average price. Shares were sold in a series of transactions within the same trading day at prices ranging from \$140.89 to \$141.63, inclusive. Full information regarding the number of shares sold at each separate price is available upon request by the Commission staff, the issuer, or a security holder of the issuer.

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- (6) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (7) 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.
- 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 award vests on each of the first through third anniversary of the date of the grant.
- (9) A restricted share unit award was granted on February 19, 2015 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third aniversary of the date of grant.
- (10) A restricted share unit award was granted on February 18, 2016 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third aniversary of the date of grant.
- A restricted share unit award was granted on February 16, 2017 and vests in accordance with the terms of the Aon plc 2011 Incentive Compensation Plan: 33 1/3% of the award vests on each of the first through third aniversary 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.