AerCap Holdings N.V.
Form 4
May 21, 2014

FORM 4

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

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, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Korteweg Pieter

(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)
05/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (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

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	05/19/2014		J(1)		2,446	A	$ 14.12	29,676	D	
Ordinary Shares	05/19/2014		J(2)		5,230	D	$ 45.15	24,446	D	

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

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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Ordinary Share Options	$ 14.12	05/19/2014		J			3,547 (3)	01/01/2014	12/31/2020	Ordinary Shares	2,446 (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Korteweg Pieter AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL, P7 1117CE	X			

Signatures

/s/ Pieter Korteweg	05/19/2014
**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) As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

(2) The proceeds from the sale of the 5,230 ordinary shares that are the subject of this filing will be used to pay personal taxes payable by P. Korteweg from the exercise of options and receipt of 2,446 ordinary shares by P. Korteweg reported on this Form 4 as well as the exercise of options and receipt of 27,230 ordinary shares by P. Korteweg reported on the Form 4 filed on 12/10/2010.

(3) The Ordinary Share Options convert to Ordinary Shares at an amount equal to the product of (i) 3,547 and (ii) the excess of the Current AER Share Price over the Exercise Price ($14.12), divided by the Current AER Share Price.

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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