Andersen Eric
Form 4
February 19, 2019

# 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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Andersen Eric

(Last) (First) (Middle)

200 EAST RANDOLPH ST.

(Street)

CHICAGO, IL

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Aon plc [AON]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-President

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 | | | |
| Class A Ordinary Stock | 05/24/2018 | | S[(1)] | | 5,000 | D | $ 142.39 [(2)] | 67,320.49 | D | |
| Class A Ordinary Stock | 02/14/2019 | | A[(3)] | | 36,966 | A | [(3)] | 104,410.581 [(4)] | D | |
| Class A Ordinary Stock | 02/14/2019 | | F[(5)] | | 17,220 | D | $ 169.62 | 87,190.581 | D | |
| Class A Ordinary | 02/15/2019 | | M[(6)] | | 987 | A | [(6)] | 88,177.581 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | |
| Class A Ordinary Stock | 02/15/2019 | | F[5] | 484 | D | $ 171.97 | 87,693.581 | D |
| Class A Ordinary Stock | 02/15/2019 | | M[6] | 796 | A | [6] | 88,489.581 | D |
| Class A Ordinary Stock | 02/15/2019 | | F[5] | 390 | D | $ 171.97 | 88,099.581 | D |
| Class A Ordinary Stock | 02/15/2019 | | M[6] | 670 | A | [6] | 88,769.581 | D |
| Class A Ordinary Stock | 02/15/2019 | | F[5] | 329 | D | $ 171.97 | 88,440.581 | 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 Amoun of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Share |
| Restrictive Share Unit (Right to Receive) | [7] | 02/14/2019 | | A | | 2,063 | | [8] | 02/14/2022[8] | Class A Ordinary Shares | 2,06 |
| Restricted Share Unit (Right to Receive) | [7] | 02/15/2019 | | M | | | 987 | [9] | 02/18/2019[9] | Class A Ordinary Shares | 0 |
| | [7] | 02/15/2019 | | M | | | 796 | [10] | 02/16/2020[10] | | 79 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Restricted Share Unit (Right to Receive) | | | | | | | Class A Ordinary Shares | |
| Restricted Share Unit (Right to Receive) | (7) | 02/15/2019 | M | 670 | (11) | 02/15/2021(11) | Class A Ordinary Shares | 67 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Andersen Eric<br>200 EAST RANDOLPH ST.<br>CHICAGO, IL | | | Co-President | |

# Signatures

| /s/ Molly Johnson- pursuant to a power of attorney from Eric J. Andersen | 02/19/2019 |
|---|---|
| **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)** | This line reports a 2018 sale that was inadvertently not timely reported. The transactions reported were effected pursuant to a trading plan meeting the requirements of SEC Rule 10b5-1 entered into on August 8, 2017. |
| **(2)** | 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 $142.38 to $142.40, 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. |
| **(3)** | Represents Class A Ordinary Shares upon the settlement of performance share unit awards originally granted approximately three years ago under the eleventh 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 14, 2019, based on the Company's performance for the period from January 1, 2016 to December 31, 2018. |
| **(4)** | Includes shares acquired under the Aon employee stock purchase plan on June 29, 2018 and December 31, 2018. |
| **(5)** | Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award. |
| **(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. |
| **(8)** | 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 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 anniversary of the date of grant. |
| **(10)** | 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 anniversary of the date of grant. |
| **(11)** | A restricted share unit award was granted on February 15, 2018 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 anniversary of the date of grant. |

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Explanation of Responses: