

Neller Michael
Form 4
March 19, 2019

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 *
Neller Michael

(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)
03/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Principal Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Ordinary Stock	03/15/2019		M ⁽¹⁾		152 A <u>1</u> 2,778	D	
Class A Ordinary Stock	03/15/2019		F ⁽²⁾		45 D \$ 170 2,733	D	
Class A Ordinary Stock	03/15/2019		M ⁽¹⁾		163 A <u>1</u> 2,896	D	
Class A Ordinary	03/15/2019		F ⁽²⁾		55 D \$ 170 2,841	D	

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Stock

Class A
Ordinary Stock 03/15/2019 M⁽¹⁾ 182 A (1) 3,023 D

Class A
Ordinary Stock 03/15/2019 F⁽²⁾ 81 D \$
170 2,942 D

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

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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Unit (Right to Receive)	<u>(3)</u>	03/15/2019		M	152	<u>(4)</u> 03/15/2020	Class A Ordinary Shares	152	
Restrictive Share Unit (Right to Receive)	<u>(3)</u>	03/15/2019		M	163	<u>(5)</u> 03/15/2021	Class A Ordinary Shares	163	
Restricted Share Unit (Right to Receive)	<u>(3)</u>	03/15/2019		M	182	<u>(6)</u> 03/15/2019	Class A Ordinary Shares	182	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Neller Michael
200 EAST RANDOLPH ST.
CHICAGO, IL

Principal Accounting Officer

Signatures

/s/ Molly Johnson- Molly Johnson pursuant to power of attorney from Michael
Neller

03/19/2019

__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) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (2) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
- (3) 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.
- (4) A restricted share unit award was granted on March 15, 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.
- (5) A restricted share unit award was granted on March 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.
- (6) A restricted share unit award was granted on March 15, 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.

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.