

AerCap Holdings N.V.
 Form 4
 December 15, 2016

FORM 4

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

OMB APPROVAL

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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 *
 den Dikken Wouter Marinus

(Last) (First) (Middle)
 AERCAP HOUSE, 65 ST.
 STEPHEN'S GREEN
 (Street)

DUBLIN, L2 2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 AerCap Holdings N.V. [AER]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/15/2016

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)
 Chief Operating 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	(D)	Price
Ordinary Shares ⁽¹⁾	12/15/2016		J		46,502	A	275,549
						D	

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

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Ordinary Share Options (Right to Buy) ⁽²⁾	\$ 24.63	12/15/2016		H	187,500	<u>(3)</u>	09/13/2017	Ordinary Shares	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
den Dikken Wouter Marinus AERCAP HOUSE 65 ST. STEPHEN'S GREEN DUBLIN, L2 2			Chief Operating Officer	

Signatures

/s/ Wouter Marinus den Dikken 12/15/2016

**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 form is filed voluntarily. As a foreign private issuer, AerCap Holdings N.V. is exempted from Section 16 of the Exchange Act by Rule 3a12-3.
Conversion of fully vested options in exchange for a number of ordinary shares of the issuer in accordance with the Stock Option Conversion Agreement dated December 15, 2016. The options listed in Table II converted into ordinary shares of the issuer with the number of ordinary shares determined by reference to the excess of the value of an ordinary share on the last trading day prior to the date of such conversion over the applicable exercise price. The Company's payroll tax withholding obligations were met by the retention of a number of ordinary shares with a value equal to the associated wage taxes and social security, resulting in a net issuance of 46,502 ordinary shares.
- (3) 125,000 of these options became vested in four equal annual installments beginning on September 13, 2008, and the remaining 62,500 of these options vested in two equal installments on each of December 31, 2010 and December 31, 2011.

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.