

AON CORP
Form 4
May 22, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
RYAN PATRICK G

(Last) (First) (Middle)

**C/O AON CORPORATE LAW
DEPARTMENT, 8TH FLOOR, 200
EAST RANDOLPH DRIVE**

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AON CORP [AOC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2006

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)
Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/19/2006 | | S | | 500 ⁽¹⁾ D \$ 36.56 | | D |
| Common Stock | 05/19/2006 | | S | | 500 ⁽¹⁾ D \$ 36.57 | | D |
| Common Stock | 05/19/2006 | | S | | 300 ⁽¹⁾ D \$ 36.58 | | D |
| Common Stock | 05/19/2006 | | S | | 100 ⁽¹⁾ D \$ 36.59 | | D |
| Common Stock | 05/19/2006 | | S | | 400 ⁽¹⁾ D \$ 36.6 | | D |

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| | | | | | | | |
|--------------|------------|---|-------------------|---|----------|-----------|---|
| Common Stock | 05/19/2006 | S | 600 <u>(1)</u> | D | \$ 36.61 | 8,681,894 | D |
| Common Stock | 05/19/2006 | S | 10,000 <u>(1)</u> | D | \$ 36.62 | 8,671,894 | D |
| Common Stock | 05/19/2006 | S | 700 <u>(1)</u> | D | \$ 36.62 | 8,671,194 | D |
| Common Stock | 05/19/2006 | S | 1,300 <u>(1)</u> | D | \$ 36.63 | 8,669,894 | D |
| Common Stock | 05/19/2006 | S | 500 <u>(1)</u> | D | \$ 36.64 | 8,669,394 | D |
| Common Stock | 05/19/2006 | S | 200 <u>(1)</u> | D | \$ 36.65 | 8,669,194 | D |
| Common Stock | 05/19/2006 | S | 300 <u>(1)</u> | D | \$ 36.66 | 8,668,894 | D |
| Common Stock | 05/19/2006 | S | 400 <u>(1)</u> | D | \$ 36.67 | 8,668,494 | D |
| Common Stock | 05/19/2006 | S | 1,200 <u>(1)</u> | D | \$ 36.68 | 8,667,294 | D |
| Common Stock | 05/19/2006 | S | 600 <u>(1)</u> | D | \$ 36.69 | 8,666,694 | D |
| Common Stock | 05/19/2006 | S | 10,000 <u>(1)</u> | D | \$ 36.7 | 8,656,694 | D |
| Common Stock | 05/19/2006 | S | 700 <u>(1)</u> | D | \$ 36.7 | 8,655,994 | D |
| Common Stock | 05/19/2006 | S | 600 <u>(1)</u> | D | \$ 36.71 | 8,655,394 | D |
| Common Stock | 05/19/2006 | S | 700 <u>(1)</u> | D | \$ 36.72 | 8,654,694 | D |
| Common Stock | 05/19/2006 | S | 300 <u>(1)</u> | D | \$ 36.73 | 8,654,394 | D |
| Common Stock | 05/19/2006 | S | 900 <u>(1)</u> | D | \$ 36.74 | 8,653,494 | D |
| Common Stock | 05/19/2006 | S | 10,000 <u>(1)</u> | D | \$ 36.75 | 8,643,494 | D |
| Common Stock | 05/19/2006 | S | 900 <u>(1)</u> | D | \$ 36.75 | 8,642,594 | D |
| Common Stock | 05/19/2006 | S | 200 <u>(1)</u> | D | \$ 36.76 | 8,642,394 | D |
| Common Stock | 05/19/2006 | S | 100 <u>(1)</u> | D | \$ 36.78 | 8,642,294 | D |
| | 05/19/2006 | S | 100 <u>(1)</u> | D | | 8,642,194 | D |

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| | | | | | | | | | | |
|--------------|------------|--|---|--------------------|-------|-------|--------------------------|---|--|-----------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 36.81 | | | | | |
| Common Stock | 05/19/2006 | | S | 100 ⁽¹⁾ | D | \$ | 8,642,094 | D | | |
| | | | | | | 36.83 | | | | |
| Common Stock | | | | | | | 9,301,904 ⁽²⁾ | I | | By Spouse |

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. 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. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RYAN PATRICK G C/O AON CORPORATE LAW DEPARTMENT 8TH FLOOR, 200 EAST RANDOLPH DRIVE CHICAGO, IL 60601 | X | | Executive Chairman | |

Signatures

/s/ Patrick G. Ryan 05/22/2006

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2005.
- (2) The reporting person is also the indirect beneficial owner of the following securities: 390,557 by ESOP and Savings Plan; 583,942 by Spouse as Trustee.

Remarks:

Form 4 of 4

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