

Besio Gregory J
Form 4
February 19, 2013

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 *
Besio Gregory J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AON CORPORATE LAW
DEPT, 200 EAST RANDOLPH
STREET, 8TH FL

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Chief HR Officer

(Street)
CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Ordinary Shares	02/14/2013		A ⁽¹⁾	V	31,591	A	\$ 109,527.65 (3)	D
Class A Ordinary Shares	02/14/2013		F ⁽²⁾	D	12,253	D	\$ 57.3	D
Class A Ordinary Shares					7,991	I		Through Aon Savings Plan and Supplemental Savings Plan

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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)	Amount or Number of Shares
Restricted Stock Unit Award (Right to Receive)	(4)	02/14/2013		A	4,276	02/14/2014 ⁽⁵⁾ 02/14/2016	Class A Ordinary Shares	4,276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Besio Gregory J C/O AON CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FL CHICAGO, IL 60601			EVP/Chief HR Officer	

Signatures

/s/ Matthew M. Rice - by Matthew M. Rice pursuant to a power of attorney from Gregory J. Besio 02/19/2013

__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) Represents Class A Ordinary Shares issued upon the settlement of performance share units originally granted approximately three years ago under the fifth cycle of the Leadership Performance Program ("LPP5") on March 9, 2010. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 14, 2013 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2010 and ending

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December 31, 2012. In accordance with the terms of LPP5, and the achievement of specified growth targets under LPP5, settlement occurred at 87% of the original target value. The terms of LPP5 are more fully described in a Current Report on Form 8-K filed with the SEC on March 12, 2010, and in the plan document filed as Exhibit 10.3 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 filed with the SEC on May 4, 2010.

- (2) Shares withheld by the issuer for the payment of withholding taxes in connection with the settlement of a performance share unit award.
- (3) Includes 80.724 shares acquired pursuant to the Aon employee stock purchase plan and shares acquired pursuant to dividend reinvestment.
- (4) The restricted stock 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.
- (5) The restricted stock unit award will vest in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards will vest on each of the first through third anniversaries 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.

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