

LIEB PETER M  
Form 4  
February 19, 2019

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LIEB PETER M

(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)  
08/08/2018

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)

General Counsel

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)
Class A Ordinary Stock	08/08/2018		G	350	D \$ 0	15,686.277 (1)	D
Class A Ordinary Stock	02/14/2019		A(2)	26,405	A (2)	42,151.99 (3)	D
Class A Ordinary Stock	02/14/2019		F(4)	11,709	D \$ 169.62	30,442.99	D
Class A Ordinary	02/15/2019		M(5)	641	A (5)	31,083.99	D

## Stock

Class A Ordinary Stock	02/15/2019	F <sup>(4)</sup>	269	D	\$ 171.97	30,814.99	D
Class A Ordinary Stock	02/15/2019	M <sup>(5)</sup>	846	A	<u>(5)</u>	31,660.99	D
Class A Ordinary Stock	02/15/2019	F <sup>(4)</sup>	355	D	\$ 171.97	31,305.99	D
Class A Ordinary Stock	02/15/2019	M <sup>(5)</sup>	1,049	A	<u>(5)</u>	32,354.99	D
Class A Ordinary Stock	02/15/2019	F <sup>(4)</sup>	441	D	\$ 171.97	31,913.99	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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restrictive Share Unit (Right to Receive)	<u>(6)</u>	02/14/2019		A		1,754		<u>(7)</u>	02/14/2022 <u>(7)</u>	Class A Ordinary Shares	1,000
Restricted Share Unit (Right to Receive)	<u>(6)</u>	02/15/2019		M		1,049		<u>(8)</u>	02/18/2019 <u>(8)</u>	Class A Ordinary Shares	1,000
Restricted Share Unit	<u>(6)</u>	02/15/2019		M		846		<u>(9)</u>	02/16/2020 <u>(9)</u>	Class A Ordinary	800

(Right to  
Receive)

Shares

Restricted  
Share Unit  
(Right to  
Receive)(6)

02/15/2019

M

641

(10)02/15/2021<sup>(10)</sup>Class A  
Ordinary  
Shares 1,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIEB PETER M 200 EAST RANDOLPH ST. CHICAGO, IL			General Counsel	

## Signatures

/s/ Molly Johnson- Molly Johnson pursuant to power of attorney from Peter Lieb

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) Includes shares acquired under the Aon employee stock purchase plan on June 29, 2018.  
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.
- (2) Includes shares acquired under the Aon employee stock purchase plan on December 31, 2018.
- (3) Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
- (4) Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10)

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.