

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Case Gregory C | | | Aon plc [AON] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 200 EAST RANDOLPH ST. | | | 2/13/2020 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| CHICAGO, IL | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |
| Class A Ordinary Stock | 2/13/2020 | | A ⁽¹⁾ | | 175246 | A | (1) | 956575 | D | |
| Class A Ordinary Stock | 2/13/2020 | | F ⁽²⁾ | | 78643 | D | \$234.58 | 877932 | D | |
| Class A Ordinary Stock | 2/14/2020 | | M ⁽³⁾ | | 2978 | A | (3) | 880910 | D | |
| Class A Ordinary Stock | 2/14/2020 | | F ⁽²⁾ | | 1267 | D | \$235.73 | 879643 | D | |
| Class A Ordinary Stock | 2/14/2020 | | M ⁽³⁾ | | 1656 | A | (3) | 881299 | D | |
| Class A Ordinary Stock | 2/14/2020 | | F ⁽²⁾ | | 705 | D | \$235.73 | 880594 | D | |
| Class A Ordinary Stock | 2/14/2020 | | M ⁽³⁾ | | 1356 | A | (3) | 881950 | D | |
| Class A Ordinary Stock | 2/14/2020 | | F ⁽²⁾ | | 577 | D | \$235.73 | 881373 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Share Unit (Right to Receive) | (4) | 2/14/2020 | | M | | 2978 | | (5) | 2/17/2020 (5) | Class A Ordinary Shares | 2978 | \$0.00 | 0 | D | |
| Restricted Share Unit (Right to Receive) | (4) | 2/14/2020 | | M | | 1656 | | (6) | 2/16/2021 (6) | Class A Ordinary Shares | 1656 | \$0.00 | 1657 | D | |
| Restrictive Share Unit (Right to Receive) | (4) | 2/14/2020 | | M | | 1356 | | (7) | 2/15/2022 (7) | Class A Ordinary Shares | 1356 | \$0.00 | 2714 | D | |

Explanation of Responses:

- Represents Class A Ordinary Shares issued upon the settlement of performance share unit awards originally granted approximately three years ago under the twelfth 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 13, 2020, based on the Company's performance for the period from January 1, 2017 to December 31, 2019.
- Class A Ordinary Shares withheld by the issuer for payment of withholding taxes in connection with the vesting of the award.
- Class A Ordinary Shares acquired upon the vesting of a restricted share unit award.
- 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.
- A restricted share unit award was granted on February 17, 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.
- A restricted share unit award was granted on February 16, 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.

- (7) A restricted share unit award was granted on February 15, 2019 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Case Gregory C 200 EAST RANDOLPH ST. CHICAGO, IL | X | | Chief Executive Officer | |

Signatures

/s/ Molly Johnson, pursuant to a power of attorney from Greg Case

2/18/2020

**Signature of Reporting Person

Date

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

* 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).

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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