

AON CORP
Form 4
May 25, 2006

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
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(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)
05/23/2006

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 (A) or (D) Price		
Common Stock	05/23/2006		S		2,300 (1) D \$ 36.06	8,562,994	D
Common Stock	05/23/2006		S		1,500 (1) D \$ 36.05	8,561,494	D
Common Stock	05/23/2006		S		300 (1) D \$ 36.04	8,561,194	D
Common Stock	05/23/2006		S		500 (1) D \$ 36.03	8,560,694	D
Common Stock	05/23/2006		S		200 (1) D \$ 36	8,560,494	D

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Common Stock	05/23/2006	S	400 <u>(1)</u>	D	\$ 35.99	8,560,094	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.98	8,559,794	D
Common Stock	05/23/2006	S	800 <u>(1)</u>	D	\$ 35.97	8,558,994	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.96	8,558,694	D
Common Stock	05/23/2006	S	200 <u>(1)</u>	D	\$ 35.95	8,558,494	D
Common Stock	05/23/2006	S	600 <u>(1)</u>	D	\$ 35.94	8,557,894	D
Common Stock	05/23/2006	S	800 <u>(1)</u>	D	\$ 35.93	8,557,094	D
Common Stock	05/23/2006	S	800 <u>(1)</u>	D	\$ 35.92	8,556,294	D
Common Stock	05/23/2006	S	400 <u>(1)</u>	D	\$ 35.91	8,555,894	D
Common Stock	05/23/2006	S	900 <u>(1)</u>	D	\$ 35.9	8,554,994	D
Common Stock	05/23/2006	S	500 <u>(1)</u>	D	\$ 35.89	8,554,494	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.85	8,554,194	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.84	8,553,894	D
Common Stock	05/23/2006	S	200 <u>(1)</u>	D	\$ 35.82	8,553,694	D
Common Stock	05/23/2006	S	300 <u>(1)</u>	D	\$ 35.81	8,553,394	D
Common Stock	05/23/2006	S	400 <u>(1)</u>	D	\$ 35.8	8,552,994	D
Common Stock	05/23/2006	S	100 <u>(1)</u>	D	\$ 35.79	8,552,894	D
Common Stock	05/23/2006	S	100 <u>(1)</u>	D	\$ 35.78	8,552,794	D
Common Stock	05/23/2006	S	100 <u>(1)</u>	D	\$ 35.77	8,552,694	D
Common Stock	05/23/2006	S	200 <u>(1)</u>	D	\$ 35.74	8,552,494	D
	05/23/2006	S	200 <u>(1)</u>	D		8,552,294	D

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Common Stock						\$ 35.73		
Common Stock	05/23/2006	S	100 ⁽¹⁾	D		\$ 35.71	8,552,194	D
Common Stock	05/23/2006	S	100 ⁽¹⁾	D		\$ 35.69	8,552,094	D
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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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 05/25/2006

**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 2 of 2

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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