

O'Byrne Edward
Form 3
April 14, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â O'Byrne Edward

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2011

3. Issuer Name and Ticker or Trading Symbol
AerCap Holdings N.V. [AER]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other
(give title below) (specify below)

Chief Investment Officer

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

AERCAP
HOUSE,Â STATIONSPLEIN
965

(Street)

SCHIPHOL
AIRPORT,Â P7Â 1117CE

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

1,500

D

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit	05/31/2015 ⁽²⁾	05/31/2015 ⁽²⁾	Ordinary Shares	100,000	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Byrne Edward AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT,Â P7Â 1117CE	Â	Â	Â Chief Investment Officer	Â

Signatures

/s/ Edward
O'Byrne

04/14/2011

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each Restricted Stock Unit ("RSU") will convert (i) on a 1-for-1 basis into ordinary shares of the issuer upon vesting, (ii) the cash equivalent , or (iii) a combination of items (i) and (ii).
- (2) 50,000 RSUs will vest on this date. The remaining 50,000 RSUs vest on this date subject to performance goals.

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Remarks:

ThisÂ formÂ isÂ filedÂ voluntarily.Â AsÂ aÂ foreignÂ privateÂ issuer,Â AerCapÂ isÂ exemptedÂ fromÂ SectionÂ 16Â of

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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