

OHALLERAN MICHAEL D

Form 5

February 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
OHALLERAN MICHAEL D

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
AON CORP [AOC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Senior Exec VP

AON CORPORATION -
CORPORATE LAW DEPT, 200
EAST RANDOLPH STREET, 8TH
FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	15,642	D	Â
Common Stock	09/02/2004	Â	G	1,200	D	\$ <u>(1)</u>	64,909	I	Trust for Self
Common Stock	11/10/2004	Â	G	625	D	\$ <u>(1)</u>	64,284	I	Trust for Self
	12/06/2004	Â	G ⁽²⁾	1,048	D	\$ ⁽¹⁾	63,236	I	

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Common Stock									Trust for Self
Common Stock	11/15/2004	Â	G	250	D	\$ (3)	114,347 (4)	I	Trust for Spouse
Common Stock	12/01/2004	Â	G(2)	1,048	D	\$ (3)	113,299 (4)	I	Trust for Spouse
Common Stock	12/01/2004	Â	G(2)	524	A	\$ (3)	524	I	By Daughter
Common Stock	12/06/2004	Â	G(2)	524	A	\$ (1)	1,048	I	By Daughter
Common Stock	12/01/2004	Â	G(2)	524	A	\$ (3)	524	I	By Son
Common Stock	12/06/2004	Â	G(2)	524	A	\$ (1)	1,048	I	By Son
Common Stock	Â	Â	Â	Â	Â	Â	26,054	I	Through Aon Savings Plan and ESOP

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

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.

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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. P Der Sec (Ins
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Phantom Stock (Deferred Stock Awards)	Â	Â	Â	Â	Â Â	Â (6) Â (6)	Common Stock	162,862

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHALLERAN MICHAEL D AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601	Â X	Â	Â Senior Exec VP	Â

Signatures

/s/ Jennifer L. Kraft - Jennifer L. Kraft pursuant to a power of attorney from Michael D O'Halleran

02/14/2005

__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 reporting person made a gift of the shares on the transaction date indicated in Column 2.
Gift of 524 shares to each of the reporting person's daughter and son who share the reporting person's household. The reporting person
- (2) disclaims beneficial ownership of the shares held by his daughter and son, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by his daughter or son for purposes of Section 16 or for any other purpose.
- (3) The reporting person's spouse made a gift of the shares on the transaction date indicated in Column 2.
- (4) The reporting person disclaims beneficial ownership of these shares.
- (5) The phantom shares convert to shares of common stock on a 1-for-1 basis.
- (6) The phantom stock represents vested award shares of which the reporting person has deferred receipt.
- (7) Represents the phantom share balance as of December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.