Edgar Filing: Fung Bernard S - Form 4

Fung Bernard Form 4	IS										
March 01, 20	10										
	_								OMB AI	PROVAL	
FORM	UNITED	STATES					IGE (COMMISSION		3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATEM 5. Filed purs ¹⁸ Section 17(a	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							Expires: Estimated a burden hou response	•	
(Print or Type R	esponses)										
Fung Bernard S Symbol AON C			Symbol	ssuer Name and Ticker or Trading ool N CORP [AOC]				5. Relationship of Reporting Person(s) to Issuer			
				Earliest Tra	-			(Check all applicable)			
C/O AON C	ORPORATE LA EAST RANDOLI	W	(Month/Da 02/25/20	ay/Year)	ansaction			Director X Officer (give below) Aon Asia P		o Owner er (specify n/CEO	
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60601							Form filed by N Person	Iore than One Re	porting	
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Executior any (Month/D	n Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/25/2010			A <u>(1)</u>	60,648 (1)	A	<u>(1)</u>	66,749	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Restricted Stock Unit Award (Right to Receive)	(2)	02/25/2010		A	3,745	02/25/2011 <u>(3)</u>	02/25/2013	Common Stock	3,745

Reporting Owners

Reporting Owner Name / Address							
1	Director	10% Owner	Officer	Other			
Fung Bernard S C/O AON CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FL CHICAGO, IL 60601			Aon Asia Pacific-Chairman/CEO				
Signatures							
/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Bernard S.Y. Fung							

**Signature of Reporting Person

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).

Represents shares of common stock issued upon the settlement of performance share units originally granted approximately three years ago under the second cycle of the Leadership Performance Program ("LPP2") on March 15, 2007. The number of shares issued was determined by the Organization and Compensation Committee of Aon's Board of Directors on February 25, 2010 based upon Aon's performance relative to a cumulative adjusted three year earnings per share target for the period beginning January 1, 2007 and ending

- performance relative to a cumulative adjusted three year earnings per share target for the period beginning standary 1, 2007 and ending December 31, 2009. In accordance with the terms of LPP2, and the achievement of specified growth targets under LPP2, settlement occurred at 200% of the original target value. The terms of LPP2 are more fully described in a Current Report on Form 8-K filed with the SEC on March 21, 2007, and in the plan document filed as Exhibit 10.2 to Aon's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed with the SEC on May 9, 2008.
- (2) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.
- (3) The restricted stock unit award will vest in accordance with the terms of the Aon Stock Incentive Plan as follows: 33 1/3% of the awards will vest on each of the first through third anniversaries of the date of grant.

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.

Date