

FARMER JEREMY G O
Form 4
February 23, 2011

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, 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 *
FARMER JEREMY G O

2. Issuer Name and Ticker or Trading Symbol
AON CORP [AOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
AON CORPORATION -
CORPORATE LAW DEPT, 200
EAST RANDOLPH STREET, 8TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior VP & Head of HR

(Street)
CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	02/20/2011		M ⁽¹⁾		839	A	Ⓐ
Common Stock	02/20/2011		F ⁽²⁾		264	D	\$ 52.93
Common Stock	02/22/2011		M ⁽¹⁾		1,917	A	Ⓐ
Common Stock	02/22/2011		F ⁽²⁾		735	D	\$ 52.24
	02/22/2011		M ⁽¹⁾		3,920	A	Ⓐ

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Common Stock						\$ 25.51		
Common Stock	02/22/2011		F(2)	1,889	D	\$ 52.93	61,301	(4) D

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

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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)	Amount or Number of Shares
Restricted Stock Unit Award (Right to Receive)	(3)	02/20/2011		M	839	02/20/2011 02/20/2011	Common Stock	839
Restricted Stock Unit Award (Right to Receive)	(3)	02/22/2011		M	1,917	02/22/2011 02/22/2011	Common Stock	1,917
Employee Stock Option (Right to Buy)	\$ 25.51	02/22/2011		M	3,920	07/14/2007(5) 07/14/2015	Common Stock	3,920

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARMER JEREMY G O
AON CORPORATION - CORPORATE LAW DEPT
200 EAST RANDOLPH STREET, 8TH FLOOR
CHICAGO, IL 60601

Senior
VP &
Head of
HR

Signatures

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Jeremy G.O.
Farmer

02/23/2011

__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) Shares of common stock acquired upon the vesting of a restricted stock unit award.
- (2) Shares of common stock withheld by the issuer for the payment of withholding taxes in connection with the vesting of a restricted stock unit award.
- (3) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.
- (4) Includes 924 shares held pursuant to the Aon employee stock purchase plan.
- (5) The original option grant of 7,970 shares vested as follows: 130 shares vested on July 14, 2007, and 3,920 shares vested on each of July 14, 2008 and July 14, 2009.

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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