

Kelly Tom  
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 Kelly Tom

(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)

AERCAP  
HOUSE,Â STATIONSPLEIN  
965

(Street)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
AerCap Ireland Limited CEO

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

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)

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  
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**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)

Date Exercisable Expiration Date

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

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

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

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				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit	05/31/2015 <sup>(2)</sup>	05/31/2015 <sup>(2)</sup>	Ordinary Shares	100,000	\$ <sup>(1)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Kelly Tom AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT,Â P7Â 1117CE	Â	Â	Â	AerCap Ireland Limited CEO	Â

## Signatures

/s/ Tom Kelly 04/14/2011  
 \_\_Signature of Date  
 Reporting Person

## 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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