

AON CORP
Form 4
August 17, 2007

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 *
RYAN PATRICK G

(Last) (First) (Middle)

C/O AON CORPORATE LAW
DEPARTMENT, 8TH FLOOR, 200
EAST RANDOLPH DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Options (Right to Buy)	\$ 30.7813	08/15/2007	D	300,000	<u>(1)(2)</u>	11/16/2010	Common Stock
Employee Stock Options (Right to Buy)	\$ 31.9375	08/15/2007	A	300,000	<u>(1)(2)</u>	11/16/2010	Common Stock
Employee Stock Options (Right to Buy)	\$ 36.875	08/15/2007	D	250,000	<u>(3)(4)</u>	04/22/2012	Common Stock
Employee Stock Options (Right to Buy)	\$ 39.25	08/15/2007	A	250,000	<u>(3)(4)</u>	04/22/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN PATRICK G C/O AON CORPORATE LAW DEPARTMENT 8TH FLOOR, 200 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman	

Signatures

/s/ Jennifer L. Kraft, pursuant to a Power of Attorney from Patrick G. Ryan 08/17/2007

__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) In a Form 4 filed in December 2000, the reporting person reported that, on November 16, 2000, he was granted an employee stock option covering 300,000 shares of common stock, having an exercise price of \$30.7813 per share and vesting in three annual installments beginning on November 16, 2002. Following a review of the issuer's stock option award practices, it was determined that the exercise

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price for this option should be adjusted to \$31.9375 per share to reflect the fair market value of the issuer's common stock on the accounting measurement date. As a result, the reporting person and the issuer agreed to amend the option to provide that the option will have an exercise price of \$31.9375 per share.

- (2) All other terms and conditions of the option award remain the same, including the vesting schedule described above. The amendment is reported in this Form 4 as a cancellation of the original option and the grant of a replacement option. For additional information, please see the issuer's Current Report on Form 8-K, filed with the Commission on August 15, 2007.

- (3) In a Form 5 filed in February 2003, the reporting person reported that, on April 22, 2002, he was granted an employee stock option covering 250,000 shares of common stock, having an exercise price of \$36.875 per share and vesting in three annual installments beginning on April 22, 2004. Following a review of the issuer's stock option award practices, it was determined that the exercise price for this option should be adjusted to \$39.250 per share to reflect the fair market value of the issuer's common stock on the accounting measurement date. As a result, the reporting person and the issuer agreed to amend the option to provide that the option will have an exercise price of \$39.250 per share.

- (4) All other terms and conditions of the option award remain the same, including the vesting schedule described above. The amendment is reported in this Form 4 as a cancellation of the original option and the grant of a replacement option. For additional information, please see the issuer's Current Report on Form 8-K, filed with the Commission on August 15, 2007.

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.