

AON CORP
 Form 3/A
 August 11, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *

Hayley Kathryn
 (Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 04/01/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 ACW - Chief Executive Officer

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

04/10/2008

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

1,131 (5)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

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 currently valid OMB control number.

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

3. Title and Amount of Securities Underlying

4. Conversion Ownership

5. Nature of Indirect Beneficial Ownership

Edgar Filing: AON CORP - Form 3/A

| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|-----------------------------------|---|--|--------------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit Award (Right to Receive) <u>Â</u> <u>(1)</u> | 06/14/2011 | Common Stock | 80,000 | \$ <u>(2)</u> D <u>Â</u> |
| Restricted Stock Unit Award (Right to Receive) <u>Â</u> <u>(3)</u> | 03/15/2010 | Common Stock | 4,088 | \$ <u>(2)</u> D <u>Â</u> |
| Employee Stock Option (Right to Buy) <u>Â</u> <u>(4)</u> | 06/14/2016 | Common Stock | 100,000 | \$ 33.345 D <u>Â</u> |
| Restricted Stock Unit Award (Right to Receive) <u>Â</u> <u>(6)</u> <u>(7)</u> | 03/13/2011 | Common Stock | 7,211 | \$ <u>(2)</u> D <u>Â</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|----------|
| | Director | 10% Owner | Officer | Other |
| Hayley Kathryn AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601 | <u>Â</u> | <u>Â</u> | <u>Â</u> ACW - Chief Executive Officer | <u>Â</u> |

Signatures

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Kathryn Hayley 08/11/2008

 **Signature of Reporting Person Date

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) Awards granted pursuant to the Aon Stock Incentive Plan that will vest as follows: one-third of the awards will vest on each of the third through fifth anniversaries of the date of grant. The date of grant was June 14, 2006.
- (2) The restricted stock unit award converts to shares of common stock on a 1-for-1 basis.
Awards granted pursuant to the Aon Stock Incentive Plan that will vest as follows: 22.22% of the awards will vest on each of the first and
- (3) second anniversaries of the date of grant, and 55.56% of the awards will vest on the third anniversary of the date of grant. The date of grant was March 15, 2007, and the amount of the initial grant was 5,257 restricted stock units, 1,169 of which have previously vested.
- (4) Options granted pursuant to the Aon Stock Incentive Plan that will vest as follows: one-third of the options will vest on each of the second through fourth anniversaries of the date of grant. The date of grant was June 14, 2006.
- (5) Includes 312 shares held through the Aon employee stock purchase plan. These shares were inadvertently omitted from the original filing due to an administrative error.
- (6) Awards granted pursuant to the Aon Stock Incentive Plan that will vest as follows: one-third of the awards will vest on each of the first through third anniversaries of the date of grant. The date of grant was March 13, 2008.
- (7) Information with respect to this grant was inadvertently omitted from the original Form 3 filing due to an administrative error.

Edgar Filing: AON CORP - Form 3/A

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.