AerCap Holdings N.V. Form 4 January 03, 2017

Check this box

if no longer

subject to

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Korteweg Pieter

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

AerCap Holdings N.V. [AER] (Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

AERCAP HOUSE, 65 ST.

(Month/Day/Year) 12/31/2016

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

STEPHEN'S GREEN

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

DUBLIN, L22

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Month/Day/Year)

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Following Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

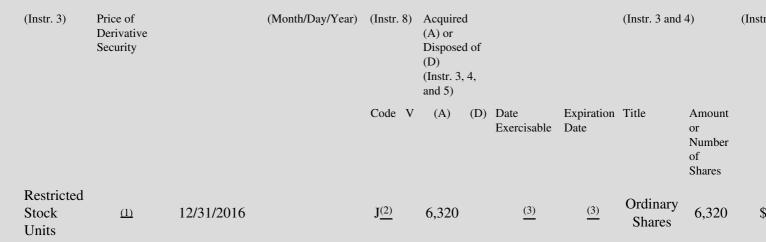
5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities

8. Pr Deriv Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Korteweg Pieter AERCAP HOUSE 65 ST. STEPHEN'S GREEN DUBLIN, L2 2

Signatures

/s/ Pieter 01/03/2017 Korteweg

**Signature of Date 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).
- Each Restricted Stock Unit ("RSU") represents a right to receive, upon settlement, either (i) a number of Ordinary Shares equal to the number of vested RSUs that become payable upon the applicable vesting date; (ii) an amount of cash equal to the fair market value of such number of Ordinary Shares; or (iii) a combination of items (i) and (ii). This form is filed voluntarily. As a foreign private issuer, AerCap Holdings N.V. is exempted from Section 16 of the Exchange Act by Rule 3a12-3
- (2) Grant of RSUs.
- (3) The RSUs will vest on the earlier of (i) May 31, 2018 and (ii) the date of the 2018 annual general meeting of shareholders of AerCap Holdings N.V.

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.

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