

AerCap Holdings N.V.  
Form 4  
December 14, 2015

**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 \*  
Kelly Aengus

(Last) (First) (Middle)  
AERCAP  
HOUSE, STATIONSPLEIN 965  
(Street)

SCHIPHOL, P7 1117CE

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AerCap Holdings N.V. [AER]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2015

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)  
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Ordinary Shares <sup>(1)</sup> <sub>(2)</sub>	12/14/2015		J		1,307,766	A	\$ 0 1,879,778	D
Ordinary Shares <sup>(3)</sup>	12/14/2015		J		20,347	A	\$ 0 1,900,125	D

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/14/2015		J	1,983,143	(2)	(2)	Ordinary Shares	1,983,143

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Aengus AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL, P7 1117CE	X		Chief Executive Officer	

## Signatures

/s/ Aengus Kelly                      12/14/2015  
 \_\_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).
- (1) 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.  
 Conversion of Restricted Stock Units ("RSUs") into Restricted Stock on a 1-to-1 basis. The converted shares of Restricted Stock are subject to performance criteria and vesting conditions with a risk of forfeiture identical to the RSUs. Part of the Restricted Stock was withheld by AerCap Holdings N.V. to pay taxes incurred by Mr. Kelly in connection with the conversion.
- (3) Grant of Restricted Stock pursuant to AerCap Holdings N.V. 2014 Equity Incentive Plan. Part of the Restricted Stock was withheld by AerCap Holdings N.V. to pay taxes incurred by Mr. Kelly in connection with the grant.

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.