

AerCap Holdings N.V.
Form 4
May 23, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
05/22/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/22/2014		J ⁽¹⁾		234,071	A \$ 2.95	531,761 D
Ordinary Shares	05/22/2014		J		175,513	A \$ 24.63	707,274 D
Ordinary Shares	05/22/2014		J ⁽²⁾		101,896	D \$ 45.95	605,378 D
Ordinary Shares	05/23/2014		J ⁽²⁾		48,250	D \$ 46.6	557,128 D

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

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.

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 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 Number Shares
Ordinary Share Options	\$ 2.95	05/22/2014		J	250,000 (3)	12/31/2011	12/11/2018	Ordinary Shares	234,07 (3)
Ordinary Share Options	\$ 24.63	05/22/2014		J	375,000 (4)	12/31/2011	09/13/2017	Ordinary Shares	175,51 (4)

Reporting Owners

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

Signatures

/s/ Aengus Kelly 05/23/2014
 **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 is exempted from Section 16 of the Exchange Act by Rule 3a12-3.
- (2) The proceeds from the sale of the 150,146 ordinary shares that are the subject of this filing will be used to pay personal taxes payable by A. Kelly from the exercise of options and receipt of 409,584 ordinary shares by A. Kelly reported on this Form 4.
- (3) The Ordinary Share Options convert to Ordinary Shares at an amount equal to the product of (i) 250,000 and (ii) the excess of the Current AER Share Price over the Exercise Price (\$2.95), divided by the Current AER Share Price.
- (4)

Edgar Filing: AerCap Holdings N.V. - Form 4

The Ordinary Share Options convert to Ordinary Shares at an amount equal to the product of (i) 375,000 and (ii) the excess of the Current AER Share Price over the Exercise Price (\$24.63), divided by the Current AER Share Price.

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.