AerCap Holdings N.V. Form 4 January 07, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations

may continue. See Instruction 1(b).

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 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * CHAPMAN JAMES N

2. Issuer Name and Ticker or Trading Symbol

AerCap Holdings N.V. [AER]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) (Middle) (Last)

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

X_ Director Officer (give title 12/31/2013

AERCAP HOUSE, STATIONSPLEIN 965

4. If Amendment, Date Original

Other (specify below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SCHIPHOL AIRPORT, P7 1117CE

(Street)

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) 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 Conversion Security or Exercise

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

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

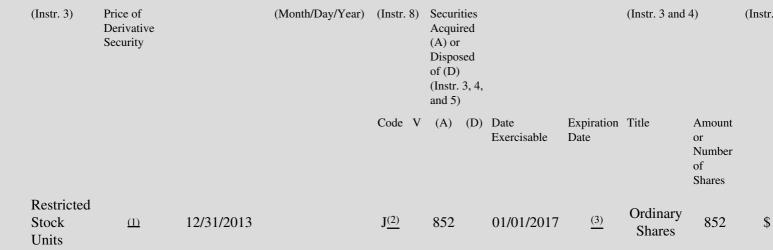
7. Title and Amount of Underlying Securities

8. Pri

Deriv

Secur

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



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHAPMAN JAMES N
AERCAP HOUSE
STATIONSPLEIN 965
SCHIPHOL AIRPORT, P7 1117CE

Signatures

/s/ James N. 01/07/2014 Chapman

**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 Shares equal to the number of
- vested RSUs that become payable upon the applicable payment date; (ii) the cash equivalent of such number of Shares, or (iii) a combination of items (i) and (ii). 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) Grant of Restricted Stock Units.
- (3) The Restricted Stock Units will vest on 01/01/2017.

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.

Reporting Owners 2