

AerCap Holdings N.V.
Form 4
December 11, 2015

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
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(Print or Type Responses)

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

(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)

12/09/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Ordinary Shares ⁽¹⁾	12/09/2015		S		1,400	D \$ 41.287	6,615	D	
Ordinary Shares	12/09/2015		S		400	D \$ 41.284	6,215	D	
Ordinary Shares	12/09/2015		S		100	D \$ 41.284	6,115	D	
Ordinary Shares	12/09/2015		S		100	D \$ 41.281	6,015	D	
Ordinary Shares	12/09/2015		C		1,443	A \$ 0	7,458	D	

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

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(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)	8. Amount or Number of Shares
Ordinary Share Options (Right to Buy) ⁽²⁾	\$ 11.29	12/09/2015		C	2,151	01/01/2015 12/31/2021	Ordinary Shares	1,574
Ordinary Share Options (Right to Buy) ⁽³⁾	\$ 14.12	12/09/2015		C	1,774	01/01/2014 12/31/2020	Ordinary Shares	1,179

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

/s/ James
Chapman 12/11/2015

**Signature of
Reporting Person

Date

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.

(2) The exercise of Ordinary Share Options resulted in Ordinary Shares at an amount equal to the product of (A) 2,151 and (B) the excess of the current AerCap Holdings N.V. share price (\$42.12) over the exercise price (\$11.29), divided by the current AerCap Holdings N.V. share price. Some of the Ordinary Shares resulting from the exercise of the Ordinary Share Options are being withheld by AerCap Holdings N.V. to pay taxes payable by J. Chapman in connection with the conversion of Ordinary Share Options.

(3) The exercise of Ordinary Share Options resulted in Ordinary Shares at an amount equal to the product of (A) 1,774 and (B) the excess of the current AerCap Holdings N.V. share price (\$42.12) over the exercise price (\$14.12), divided by the current AerCap Holdings N.V. share price. Some of the Ordinary Shares resulting from the exercise of the Ordinary Share Options are being withheld by AerCap Holdings N.V. to pay taxes payable by J. Chapman in connection with the conversion of Ordinary Share Options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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