

AerCap Holdings N.V.
Form 4
June 02, 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 *
Helming Keith A

(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)
05/31/2015

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 Financial 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 (Instr. 4)
				(A) or (D)	Amount (D) Price		
Ordinary Shares ⁽¹⁾	05/31/2015		A	95,349	A \$ 0 414,323	D	
Ordinary Shares ⁽¹⁾	05/31/2015		A	20,820	A \$ 0 435,143	D	
Ordinary Shares ⁽¹⁾	05/31/2015		A	10,457	A \$ 0 445,600	D	

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

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number.

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
Restricted Stock Units	(2)	05/31/2015		C		165,000	05/31/2015 05/31/2015	Ordinary Shares	165,000
Restricted Stock Units	(2)	05/31/2015		C		36,234	05/31/2015 05/31/2015	Ordinary Shares	36,234
Restricted Stock Units	(2)	05/31/2015		C		18,009	05/31/2015 05/31/2015	Ordinary Shares	18,009

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Helming Keith A
AERCAP HOUSE, STATIONSPLEIN 965
SCHIPHOL, P7 1117CE

Chief Financial Officer

Signatures

/s/ Keith A. Helming 06/02/2015

**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) Each Restricted Stock Unit ("RSU") listed in Table II vested and converted into Ordinary Shares on a 1-to-1 basis. Some of the Ordinary Shares that were issued are being withheld by AerCap Holdings N.V. to pay wage taxes payable by K. Helming in connection with the vesting of the RSUs.

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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