

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

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)
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
 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/22/2014		J ⁽¹⁾		234,071	A	\$ 2.95
Ordinary Shares	05/22/2014		J		175,513	A	\$ 24.63
Ordinary Shares	05/22/2014		J ⁽²⁾		101,896	D	\$ 45.95
Ordinary Shares	05/23/2014		J ⁽²⁾		48,250	D	\$ 46.6

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Ordinary Share Options	\$ 2.95	05/22/2014		J	250,000 (3)	12/31/2011 12/11/2018	Ordinary Shares	234,073	
Ordinary Share Options	\$ 24.63	05/22/2014		J	375,000 (4)	12/31/2011 09/13/2017	Ordinary Shares	175,514	

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 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 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)

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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.