

RYAN SHIRLEY W
Form 5
February 09, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RYAN SHIRLEY W

(Last) (First) (Middle)

C/O AON CORPORATE LAW
DEPARTMENT, 8TH FLOOR,
200 EAST RANDOLPH DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AON CORP [AOC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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)
Spouse of Director and Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	01/20/2005	^	G	(1)	1,210,567 \$ 22.55	D	^
Common Stock	09/21/2005	^	G	(1)	1,109,000 \$ 32.34	D	^
Common Stock	11/17/2005	^	G	(2)	575,000 \$ 36.84	D	^
	11/17/2005	^	G	(3)	63,852	D	^

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Common Stock \$ 9,301,904
36.84 ⁽⁴⁾

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A) (D)			

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RYAN SHIRLEY W
C/O AON CORPORATE LAW DEPARTMENT
8TH FLOOR, 200 EAST RANDOLPH DRIVE
CHICAGO, IL 60601

Â Â Â Spouse of Director and Officer

Signatures

/s/ Shirley W. Ryan 02/09/2006

**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).

Shares transferred as a gift by the reporting person's living trust to the living trust of the reporting person's spouse, Patrick G. Ryan,
(1) Executive Chairman of the issuer. The shares reported as disposed of and the shares reported as beneficially owned by the reporting person are also reported by Mr. Ryan as disposed of indirectly, acquired directly and beneficially owned directly by him.

Shares disposed of as a gift by the reporting person's living trust to a charitable foundation controlled by the reporting person and Mr.
(2) Ryan. The shares reported as disposed of and the shares reported as beneficially owned by the reporting person are also reported by Mr. Ryan as disposed of indirectly and beneficially owned indirectly by him.

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- (3) Shares disposed of as gifts to public charities by the reporting person's living trust.
- (4) The reporting person is also the indirect beneficial owner of 583,942 shares of common stock as trustee for her sons.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.