

AerCap Holdings N.V.
Form 4
May 21, 2014

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 *
Korteweg Pieter

(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)
05/19/2014

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)

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 (D) Price			
Ordinary Shares	05/19/2014		J ⁽¹⁾	2,446 A \$ 14.12	29,676	D	
Ordinary Shares	05/19/2014		J ⁽²⁾	5,230 D \$ 45.15	24,446	D	

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

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(9-02)

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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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Ordinary Share Options	\$ 14.12	05/19/2014		J	3,547 (3)	01/01/2014 12/31/2020	Ordinary Shares	2,446 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Korteweg Pieter AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL, P7 1117CE	X

Signatures

/s/ Pieter
Korteweg

05/19/2014

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) As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

The proceeds from the sale of the 5,230 ordinary shares that are the subject of this filing will be used to pay personal taxes payable by P.

(2) Korteweg from the exercise of options and receipt of 2,446 ordinary shares by P. Korteweg reported on this Form 4 as well as the exercise of options and receipt of 27,230 ordinary shares by P. Korteweg reported on the Form 4 filed on 12/10/2010.

(3) The Ordinary Share Options convert to Ordinary Shares at an amount equal to the product of (i) 3,547 and (ii) the excess of the Current AER Share Price over the Exercise Price (\$14.12), 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.

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