

OHALLERAN MICHAEL D
 Form 5
 February 14, 2005

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 *
 OHALLERAN MICHAEL D

(Last) (First) (Middle)

AON CORPORATION -
 CORPORATE LAW DEPT, 200
 EAST RANDOLPH STREET, 8TH
 FLOOR

(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)
 12/31/2004

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)
 Senior Exec VP

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) Amount (D) Price | 15,642 | D | |
| Common Stock | 09/02/2004 | | G | 1,200 D \$ (1) | 64,909 | I | Trust for Self |
| Common Stock | 11/10/2004 | | G | 625 D \$ (1) | 64,284 | I | Trust for Self |
| | 12/06/2004 | | G(2) | 1,048 D \$ (1) | 63,236 | I | |

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| | | | | | | | | | |
|--------------|------------|---|------|-------|---|--------|-------------|---|-----------------------------------|
| Common Stock | | | | | | | | | Trust for Self |
| Common Stock | 11/15/2004 | Â | G | 250 | D | \$ (3) | 114,347 (4) | I | Trust for Spouse |
| Common Stock | 12/01/2004 | Â | G(2) | 1,048 | D | \$ (3) | 113,299 (4) | I | Trust for Spouse |
| Common Stock | 12/01/2004 | Â | G(2) | 524 | A | \$ (3) | 524 | I | By Daughter |
| Common Stock | 12/06/2004 | Â | G(2) | 524 | A | \$ (1) | 1,048 | I | By Daughter |
| Common Stock | 12/01/2004 | Â | G(2) | 524 | A | \$ (3) | 524 | I | By Son |
| Common Stock | 12/06/2004 | Â | G(2) | 524 | A | \$ (1) | 1,048 | I | By Son |
| Common Stock | Â | Â | Â | Â | Â | Â | 26,054 | I | Through Aon Savings Plan and ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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. P. Der Sec (Ins |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock (Deferred Stock Awards) | Â | Â | Â | Â | Â | Â (6) (6) | Common Stock | 162,862 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OHALLERAN MICHAEL D AON CORPORATION - CORPORATE LAW DEPT 200 EAST RANDOLPH STREET, 8TH FLOOR CHICAGO, IL 60601 | X | A | A Senior Exec VP | A |

Signatures

/s/ Jennifer L. Kraft - Jennifer L. Kraft pursuant to a power of attorney from Michael D O'Halleran

02/14/2005

__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) The reporting person made a gift of the shares on the transaction date indicated in Column 2.

(2) Gift of 524 shares to each of the reporting person's daughter and son who share the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughter and son, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by his daughter or son for purposes of Section 16 or for any other purpose.

(3) The reporting person's spouse made a gift of the shares on the transaction date indicated in Column 2.

(4) The reporting person disclaims beneficial ownership of these shares.

(5) The phantom shares convert to shares of common stock on a 1-for-1 basis.

(6) The phantom stock represents vested award shares of which the reporting person has deferred receipt.

(7) Represents the phantom share balance as of December 31, 2004.

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.