

MCKENNA ANDREW J  
 Form 4/A  
 November 25, 2008

**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 \*  
 MCKENNA ANDREW J

(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. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/21/2008

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/25/2008

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|---|---|---|---|---|---|--|---|--------------------|-----------------|----------------------------------|
|   |   |   |   | Code V                                  | A   | (D)  | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock <sup>(4)</sup>                     | <u>(1)</u>  | 11/21/2008                              |   | A                                       | 578.492<br><u>(2)</u>   |  | 11/21/2008  | <u>(3)</u>         | Common<br>Stock | 578.492                          |

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MCKENNA ANDREW J  
AON CORPORATION - CORPORATE LAW DEPT  
200 EAST RANDOLPH STREET, 8TH FLOOR  
CHICAGO, IL 60601

X

**Signatures**

/s/ Jennifer L. Kraft - by Jennifer L. Kraft pursuant to a power of attorney from Andrew J. McKenna

11/25/2008

\*\*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 phantom stock units convert to shares of common stock on a 1-for-1 basis.

(2) The phantom stock units represent an outside director fee that was deferred into a directors' deferred compensation arrangement. A portion of the fee was received for acting as chairperson of a Board committee.

(3) The phantom stock units will be paid in cash or shares of Aon common stock on a distribution date elected by the reporting person.

(4) This filing is being made to amend the number of phantom stock units granted to the reporting person as shown in the original filing.

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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