FORM ·	4
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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).

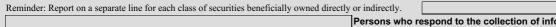
### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses	s)										
1. Name and Address of LAWRENCE JAME	2. Issuer Name <b>an</b> AerCap Holdings			ing Symb	ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
AERCAP HOUSE, 6	<sup>(First)</sup> 55 ST. STEPH		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2017							Other (specify bel	ow)
(Street) DUBLIN, L2 2			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Ta	ble I - Non	n-Der	ivative So	ecurities	Acqu	ired, Disposed of, or Beneficially O	wned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transact Code (Instr. 8)			isposed of	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	7. Nature of Indirect Beneficial
			(Month/Day/Year)				(A) or		(Instr. 3 and 4)	Direct (D) or Indirect	Ownership (Instr. 4)



SEC 1474 (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)	Conversion	Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact Code	tion	5. Num of	umber 6. Date Exercisable and Expiration Date (Month/Day/Year) uired or oosed D) tr. 3, 4,		7. Title and Amount of Underlying		Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restrictred Stock Units	<u>(1)</u>	12/31/2017		<u>ј(2)</u>		3,394		<u>(3)</u>	<u>(3)</u>	Ordinary Shares	3,394	\$ 0	3,394	D	

## **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
LAWRENCE JAMES A AERCAP HOUSE 65 ST. STEPHEN'S GREEN DUBLIN, L2 2	х								

### **Signatures**

/s/ James Lawrence	01/02/2018	
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).

Each Restricted Stock Unit ("RSU") represents a right to receive, upon settlement, either (i) a number of Ordinary Shares equal to the number of vested RSUs that become payable (1) upon the applicable vesting date; (ii) an amount of cash equal to the fair market value of such number of Ordinary Shares; or (iii) a combination of items (i) and (ii). This form is filed voluntarily. As a foreign private issuer, AerCap Holdings N.V. is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

(2) Grant of RSUs.

(3) The RSUs will vest on January 1, 2021.

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.