| FORM 4 | 4 |
|--------|---|
|--------|---|

| 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

02)

#### 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)                              |  |  |                    |            |                           |   |   |  |                                   |                         |  |
|--|--|--|--------------------|------------|---------------------------|---|---|--|-----------------------------------|-------------------------|--|
| 1. Name and Address of Reporting Pe<br>Jonkhart Marius | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>AerCap Holdings N.V. [AER] |  |                    |            |                           |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X. Director 10% Owner |  |                                   |                         |  |
| (Last) (First)<br>AERCAP HOUSE, STATIONS               | (Middle)<br>PLEIN 965  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/17/2008 |                    |            |                           |   |   | Officer (give title below)   | Other (specify b                  | elow)                   |  |
| (Street)<br>SCHIPHOL AIRPORT, P7 1117                  | 4. If Amendment, I   | Date Origir  | nal Fi             | iled(Month | /Day/Yea                  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |   |  |                                   |                         |  |
| (City) (State)   | (Zip)  | Table I - Non-Derivative Securities Acqu                       |                    |            |                           |   |   | uired, Disposed of, or Beneficially Owned  |                                   |                         |  |
| 1.Title of Security<br>(Instr. 3)                      | 2. Transaction<br>Date<br>(Month/Day/Year)                                       | Execution Date, if   | Code<br>(Instr. 8) | ction      | (A) or Disposed of<br>(D) |   | l of  | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br>(Instr. 3 and 4) | Ownership of Indi<br>Form: Benefi | Beneficial<br>Ownership |  |
|  |  |  | Code               | v          | Amount                    | (A) or<br>(D)   | Price   |  | (I)<br>(Instr. 4)                 | (Instr. 4)              |  |
| Ordinary Shares  | 11/17/2008   |  | Р                  |            | 10,000                    | А   | \$<br>4.05  | 10,000   | D                                 |                         |  |

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

Persons who respond to the collection of information SEC 1474 (9contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| ( <i>e.g.</i> , puts, calls, warrants, options, convertible securities) |             |                  |                    |             |      |          |       |             |            |        |         |             |                |             |             |
|---|-------------|------------------|--------------------|-------------|------|----------|-------|-------------|------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of   | 2.          | 3. Transaction   | 3A. Deemed         | 4.          | 5.   | Numb     | oer 6 | . Date Exer | cisable    | 7. Tit | tle and | 8. Price of | 9. Number of   | 10.         | 11. Nature  |
| Derivative  | Conversion  | Date             | Execution Date, if | Transaction | n of |          | a     | nd Expirati | on Date    | Amo    | unt of  | Derivative  | Derivative     | Ownership   | of Indirect |
| Security  | or Exercise | (Month/Day/Year) | any                | Code        | De   | erivativ | ve (I | Month/Day   | /Year)     | Unde   | rlying  | Security    | Securities     | Form of     | Beneficial  |
| (Instr. 3)  | Price of    |                  | (Month/Day/Year)   | (Instr. 8)  | Se   | curitie  | es    |             |            | Secu   | rities  | (Instr. 5)  | Beneficially   | Derivative  | Ownership   |
|   | Derivative  |                  |                    |             | Ac   | quired   | d     |             |            | (Insti | : 3 and |             | Owned          | Security:   | (Instr. 4)  |
|   | Security    |                  |                    |             | (A   | .) or    |       |             |            | 4)     |         |             | Following      | Direct (D)  |             |
|   |             |                  |                    |             | Di   | sposed   | d     |             |            |        |         |             | Reported       | or Indirect |             |
|   |             |                  |                    |             | of   | (D)      |       |             |            |        |         |             | Transaction(s) | (I)         |             |
|   |             |                  |                    |             | (In  | nstr. 3, |       |             |            |        |         |             | (Instr. 4)     | (Instr. 4)  |             |
|   |             |                  |                    |             | 4,   | and 5)   | )     |             |            |        |         |             |                |             |             |
|   |             |                  |                    |             |      |          |       |             |            |        | Amount  |             |                |             |             |
|   |             |                  |                    |             |      |          | Г     | Date        | Expiration |        | or      |             |                |             |             |
|   |             |                  |                    |             |      |          |       | Exercisable |            | Title  | Number  |             |                |             |             |
|   |             |                  |                    |             |      |          | Е     | Exercisable | Date       |        | of      |             |                |             |             |
|   |             |                  |                    | Code V      | (A   | A) (D    | ))    |             |            |        | Shares  |             |                |             |             |

## **Reporting Owners**

| Describe Open News (Address   | Relationships |           |         |       |  |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address  | Director      | 10% Owner | Officer | Other |  |  |  |  |
| Jonkhart Marius<br>AERCAP HOUSE, STATIONSPLEIN 965<br>SCHIPHOL AIRPORT, P7 1117CE | Х             |           |         |       |  |  |  |  |

## **Signatures**

| /s/ Marius Jonkhart              | 11/18/2008 |
|----------------------------------|------------|
| Signature of Reporting<br>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).

### **Remarks:**

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

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.