

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Helming Keith A		2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Financial Officer	
(Last) (First) (Middle) AERCAP HOUSE, STATIONSPLEIN 965		3. Date of Earliest Transaction (Month/Day/Year) 09/06/2012		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(Street) SCHIPHOL AIRPORT, P7 1117CE		4. If Amendment, Date Original Filed (Month/Day/Year)			
(City) (State) (Zip)		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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Ordinary Shares	09/06/2012		S(1)		20,959 (2)	D	\$ 12.78	167,668	D	
Ordinary Shares	09/07/2012		S(1)		34,041 (2)	D	\$ 12.85	133,627	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Helming Keith A AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT, P7 1117CE			Chief Financial Officer	

Signatures

/s/ Keith Helming		09/11/2012
<small>**Signature of Reporting Person</small>		<small>Date</small>

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).

(I) This form is filed voluntarily. As a foreign private issuer, AerCap Holdings N.V. ("AerCap") is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

The acquisition of 188,627 ordinary shares reported by K. Helming on a Form 4 dated August 21, 2012 was made through the exercise of AerCap options received on

(2) conversion of options in an indirect parent entity issued prior to the AerCap IPO. This conversion right would have expired prior to the AerCap option termination date and the conversion constituted a taxable event to K. Helming. K. Helming sold the 55,000 ordinary shares that are the subject of this filing and the 25,000 ordinary shares reported on a Form 4 dated August 22, 2012 to generate sufficient proceeds to cover the tax liability triggered by the conversion and exercise of the options.

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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