# FORM 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
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#### 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

e Responses	')													
1. Name and Address of Reporting Person * Gradon Michael			2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X. Director 10% Owner					
	(First) STATIONSPLI				st Tra	nsact	ion (Month/Da	ny/Year)		Officer (give title below) Other (specify below			v)	
(Street) CHIPHOL AIRPORT, P7 1117CE			4. If Amendment, Date Original Filed(Month/Day/Year)					_X_	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)			Table I - Non-Derivative Securities Acqu					s Acquired	ired, Disposed of, or Beneficially Owned					
ecurity		Date	Execution any	Date	, if C	ode nstr. 8	(A) (Inst	or Disposed r. 3, 4 and 5 (A) or	of (D) Ber Rep	neficially ( oorted Tra	Owned Foll nsaction(s)	owing C F D O	Ownership orm: Direct (D) or Indirect	. Nature of Indirect Beneficial Ownership Instr. 4)
toport on a st	opulate into for ea	011 011100		, 0	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Persons v	vho respo I in this fo	rm are no	t require	d to respo	ond unless t		474 (9-02)
1		(	e.g., puts, c		warra	ints,	ired, Dispose options, conv	d of, or Ben ertible secu	eficially O	wned				
2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date,	4. Transac Code	alls,	warra 5. Nu of	mber ative ities ired r osed )	ired, Dispose	d of, or Ben ertible secu isable and ate	eficially O	wned d f	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownershi Form of Derivative Security: Direct (Dor Indirect	
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	alls,	5. Nu of Deriv Secur Acqu (A) of Dispo of (D (Instr	mber ative ities ired r osed )	ired, Disposed options, conve 6. Date Exerc Expiration Da	d of, or Ben ertible secu isable and ate	7. Title and Amount of Underlying Securities	wned d f	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownershi Form of Derivative Security: Direct (D or Indirects)	p of Indirect Beneficia Ownersh (Instr. 4)
	HOUSE, S DL AIRPOI	HOUSE, STATIONSPLE (Street)  DL AIRPORT, P7 1117CE (State)	(Street)  OL AIRPORT, P7 1117CE  OL (State)  OL (State)  OL (State)  OL (Middle)  (Middle)  (Middle)  (Street)  OL AIRPORT, P7 1117CE  (Zip)  (State)  OL (Month/Day/Year)	AerCap H OLAIRPORT, P7 1117CE  Curity  Curity  2. Transaction Date (Month/Day/Year) (Month/Day (Mon	AerCap Holdi  AerCap Holdi  AerCap Holdi  3, Date of Earlie 12/31/2013  (Street)  4. If Amendmen  DL AIRPORT, P7 1117CE  (State)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	AerCap Holdings Model  HOUSE, STATIONSPLEIN 965  (Street)  OL AIRPORT, P7 1117CE  (State)  (State)  (State)  (State)  (Zip)  Table  Eccurity  (Month/Day/Year)  (Month/Day/Year)	AerCap Holdings N.V.  (First) (Middle) 3. Date of Earliest Transact 12/31/2013  (Street) 4. If Amendment, Date Original Code (Instr. 2) (Month/Day/Year)  (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code (Instr. 2) (Code (Instr. 2) (Code (Instr. 2) (Month/Day/Year))	AerCap Holdings N.V. [AER]  (First) (Middle) (Middle) (Middle) (Morth/Dayl/2013)  (Street) 4. If Amendment, Date Original Filed(Morth/Dayl/2013)  (State) (Zip) Table I - Non-Derivative (Month/Dayl/2013)  (State) 2. Transaction Date (Month/Dayl/2014) (Month/Dayl/20	AerCap Holdings N.V. [AER]  3. Date of Earliest Transaction (Month/Day/Year) 12/31/2013  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  DL AIRPORT, P7 1117CE  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8) (Instr. 3, 4 and 5) (A) or Date (B) or Date (B	AerCap Holdings N.V. [AER]  AerCap Holdings N.V. [AER]  3. Date of Earliest Transaction (Month/Day/Year)  12/31/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  Capturity  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date, if (Month/Day/Year)  3. Transaction (A) or Disposed of (D) (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3)  (Instr. 3)	AerCap Holdings N.V. [AER]  AerCap Holdings N.V. [AER]  3. Date of Earliest Transaction (Month/Day/Year)  12/31/2013  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Dispose execurity  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4 and 4 and 5 and 5 and 4 and 5 and 5 and 4 and 5 and	AerCap Holdings N.V. [AER]  AerCap Holdings N.V. [AER]  (Chec X_Director Officer (give title below)  (Street)  AerCap Holdings N.V. [AER]  (Chec X_Director Officer (give title below)  (Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  (State)  (State)  (Zip)  (A) Deemed Execution Date (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4)  (Month/Day/Year)  (Month/Day/Year)  (A) or Code V Amount (D) Price  (A) or Disposed of (D) (Instr. 3 and 4)  (Instr. 3 and 4)  (A) or Code V Amount (D) Price	Check all applicable   AerCap Holdings N.V. [AER]   (Check all applicable   X_Director   Officer (give title below)   Othe   O	AerCap Holdings N.V. [AER]  (Check all applicable)  (Street)  (Street)  (Street)  (State)  (A) or Disposed of, Or Beneficially Owned Following Reported Transaction(s)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, and 4)  (Instr. 4)  (Instr. 4)  (Report on a separate line for each class of securities beneficially owned directly or indirectly.

B (1 0 N /AII	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Gradon Michael AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT, P7 1117CE	X				

### **Signatures**

/s/ Michael Gradon	01/07/2014
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 Shares equal to the number of vested RSUs that become payable upon the (1) applicable payment date; (ii) the cash equivalent of such number of Shares; or (iii) a combination of items (i) and (ii). This form is filed voluntarily. As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.
- (2) Grant of Restricted Stock Units.
- (3) The Restricted Stock Units will vest on 01/01/2017.

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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	Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displayed to the collection of information contained in this form are not required to respond unless the form displayed to the collection of information contained in this form are not required to respond unless the form displayed to the collection of information contained in this form are not required to respond unless the form displayed to the collection of information contained in this form are not required to respond unless the form displayed to the collection of information contained in this form are not required to respond unless the form displayed to the collection of the collection	plays a currently valid OMB number.