

# FORM 4

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

| OMB APPROVAL                                   |           |
|------------------------------------------------|-----------|
| OMB Number:                                    | 3235-0287 |
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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<br>den Dikken Wouter Marinus<br>(Last) (First) (Middle)<br>AERCAP HOUSE, STATIONSPLEIN 965<br>(Street)<br>SCHIPHOL AIRPORT, P7 1117CE<br>(City) (State) (Zip) |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>AerCap Holdings N.V. [AER] |                                   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/31/2014                                                                                                                                                |                                                                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Legal & Oper. Officer |                                                                                                  |                                                             |                                                          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
|                                                                                                                                                                                                       |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                      |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |                                                                      |                                                                                                                                                                                                                                                 |                                                                                                  |                                                             |                                                          |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>                                                                                                               |                                         |                                                                           |                                   |                                                                                                                                                                                                               |                                                                      |                                                                                                                                                                                                                                                 |                                                                                                  |                                                             |                                                          |
| 1. Title of Security<br>(Instr. 3)                                                                                                                                                                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                     | 3. Transaction Code<br>(Instr. 8) |                                                                                                                                                                                                               | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                                                                                                                                                                                 | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                                                                                                                                       |                                         |                                                                           | Code                              | V                                                                                                                                                                                                             | Amount                                                               | (A) or (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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |       | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------|-------------------------------------------------------------|-----|------------------------------------------------------------------|-----------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
|                                               |                                                        |                                         |                                                       |                                   | Code                                                                                       | V     | (A)                                                         | (D) | Date Exercisable                                                 | Expiration Date |                                               |                                                                                                       |                                                                                     |                                                           |
| Restricted Stock Unit                         | (1)                                                    | 03/31/2014                              |                                                       | J(2)                              |                                                                                            | 5,763 | 02/13/2017                                                  | (3) | Ordinary Shares                                                  | 5,763           | \$ 0                                          | 5,763                                                                                                 | D                                                                                   |                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                             |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                               | Director      | 10% Owner | Officer                     | Other |
| den Dikken Wouter Marinus<br>AERCAP HOUSE<br>STATIONSPLEIN 965<br>SCHIPHOL AIRPORT, P7 1117CE |               |           | Chief Legal & Oper. Officer |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Wouter Marinus den Dikken | 03/31/2014 |
| 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).

(1) 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 applicable payment date; (ii) the cash equivalent of such number of Shares; or (iii) a combination of items (i) and (ii), with the method of payment determined by AerCap.

(2) Grant of RSUs pursuant to AerCap Holdings N.V. 2012 Employees and Officers Equity Incentive Plan. This form is filed voluntarily. As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

(3) The RSUs will vest on 02/13/2017.

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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