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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See

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

ction 1(b).														
(Print or Type Responses) 1. Name and Address of Reporting Person * Kelly Aengus				2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER]					5. R	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) AERCAP HOUSE, STATIONSPLEIN 965				3. Date of Earliest Transaction (Month/Day/Year) 05/14/2014					X	X Officer (give title below) Other (specify below) Chief Executive Officer				
(Street) SCHIPHOL, P7 1117CE				4. If Amendment, Date Original Filed(Month/Day/Year)					_X_1	6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(State)	(Zip)	Table I - Non-Derivative Securities Acqu				Acquired,	uired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	Execution any		n Date, if Code (Instr.		(A) or	Disposed o	f (D) Own Tran	ned Followin nsaction(s)		C F	ownership of orm:	Nature Indirect eneficial wnership
						Code	e V Amou	(A) or	Price	or Indi (I)		r Indirect (In		
		Table II					a currently vired, Disposed o	valid OMB of, or Benefi	control n	umber.	nless the f	orm display	s	
or Exercise	cise (Month/Day/Year)	Execution Date, if	4. Transaction Code		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		· '			9. Number of Derivative Securities Beneficially Owned Following Reported		11. Nature of Indirect Beneficial Ownership (Instr. 4)
Price of Derivative Security	(Month/Day/Year)			I (Acquired (A Disposed of (Instr. 3, 4,	(D)		ar)	(Instr. 3 ar		Security	Securities Beneficially Owned Following		of Indirec Beneficia Ownershi
Derivative	(Month/Day/Year)			I (Acquired (A Disposed of (Instr. 3, 4,	(D) and	Date Exercisable	Expiration Date			Security (Instr. 5)	Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirec Beneficia Ownershi
Derivative	(Month/Day/Year)		(Instr. 8)	I (Acquired (A Disposed of (Instr. 3, 4, a 5)	(D) and	Date	Expiration		Amount or Number of Shares	Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s	Ownership Form of Derivative Security: Direct (D) or Indirect s) (I)	of Indirec Beneficia Ownershi
	d Address of agus HOUSE, S HOUSE, S OL, P7 111' gy) ecurity Report on a s	d Address of Reporting Person ingus (i) (First) HOUSE, STATIONSPLEM (Street) DL, P7 1117CE (State) ecurity Report on a separate line for each	d Address of Reporting Person - ngus t) (First) (Middle) PHOUSE, STATIONSPLEIN 965 (Street) DL, P7 1117CE y) (State) (Zip) ecurity 2. Transaction Date (Month/Day/Yea Table II 2. 3. Transaction Conversion Date Conversion Date Execution Date, if	d Address of Reporting Person 2. Issue AerCap thy (First) (Middle) 3. Date to 05/14/2 (Street) 4. If Am DL, P7 1117CE Table II - Deriva (e.g., p) 2. Transaction Date (e.g., p) 2. Transaction Date (e.g., p) 2. Transaction Date (e.g., p) A Deficiency (e.g., p) 2. Transaction Date (e.g., p) A Deficiency (e.g., p) 2. Transaction Date (e.g., p) A Deficiency (e.g., p)	d Address of Reporting Person 2. Issuer Na AerCap Ho signs (Middle) 3. Date of Ea O5/14/2014 (Street) 4. If Amendre DL, P7 1117CE DL, P7 1117CE 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficially ow Table II - Derivative (e.g., puts, of Conversion) Date Conversion Date (Execution Date (Transaction) Date (Transaction) Date (Execution) Date (Execution) Date (Execution) Date (Execution) Date (Execution) Date (Execution) Date (Execution Date, if Transaction (Execution Date, if Transaction) Date (Execution Date, if Transaction) Date (Execution Date, if Transaction)	d Address of Reporting Person 2. Issuer Name and Tic AerCap Holdings N. 4) (First) (Middle) 3. Date of Earliest Trans 05/14/2014 (Street) 4. If Amendment, Date On Date (Month/Day/Year) PL, P7 1117CE 2. Transaction Date (Month/Day/Year) 2. Transaction Date (In In I	d Address of Reporting Person = 2. Issuer Name and Ticker of AerCap Holdings N.V. [A AerCap Holdings N.V. [AerCap Holdin	d Address of Reporting Person - 10	d Address of Reporting Person - 10	d Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER] 3. Date of Earliest Transaction (Month/Day/Year) 05/14/2014 4. If Amendment, Date Original Filed(Month/Day/Year) 0L, P7 1117CE 2. Transaction Date (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (A) or Disposed of (D) (Instr. 8) (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Inst	2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER] 4) (First) (Middle) (Street) (Street) (State) (Zip) (State) (Zip) (Month/Day/Year) (Amount for Month/Day/Year) (State) (Zip) (Month/Day/Year) (Amount for Month/Day/Year) (Amount for	2. Issuer Name and Ticker or Trading Symbol AerCap Holdings N.V. [AER] 3. Date of Earliest Transaction (Month/Day/Year) O5/14/2014 4. If Amendment, Date Original Filed(Month/Day/Year) OL, P7 1117CE 3. Date of Earliest Transaction (Month/Day/Year) O5/14/2014 4. If Amendment, Date Original Filed(Month/Day/Year) OL, P7 1117CE 5. Relationship of Reporting Check Director X. Officer (give title below) Chief Exporting Person in the Chief Exporting Person in the Chief Export in the Control of the C	Address of Reporting Person 2 10 10 10 10 10 10 10 10 10 1	Address of Reporting Person - 1

D	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Kelly Aengus AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL, P7 1117CE			Chief Executive Officer				

Signatures

/s/ Aengus Kelly	05/14/2014
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 applicable (1) 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 RSUs pursuant to AerCap Holdings N.V. 2014 Equity Incentive Plan.
- (3) The RSUs will vest on 2019-05-31.
- (4) A certain percentage of the 1,584,691 RSUs will vest on 05/31/2018 subject to certain performance goals.

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.