

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 * Kelly Aengus		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 Executive Officer	
(Last) (First) (Middle) AERCAP HOUSE, STATIONSPLEIN 965		3. Date of Earliest Transaction (Month/Day/Year) 05/22/2014			
(Street) SCHIPHOL, P7 1117CE		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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	05/22/2014		J(1)		234,071	A	\$ 2.95	531,761	D	
Ordinary Shares	05/22/2014		J		175,513	A	\$ 24.63	707,274	D	
Ordinary Shares	05/22/2014		J(2)		101,896	D	\$ 45.95	605,378	D	
Ordinary Shares	05/23/2014		J(2)		48,250	D	\$ 46.6	557,128	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Ordinary Share Options	\$ 2.95	05/22/2014		J		250,000 (3)	12/31/2011	12/11/2018	Ordinary Shares	234,071 (3)	\$ 0	0	D	
Ordinary Share Options	\$ 24.63	05/22/2014		J		375,000 (4)	12/31/2011	09/13/2017	Ordinary Shares	175,513 (4)	\$ 0	0	D	

Reporting Owners

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

Signatures

/s/ Aengus Kelly	05/23/2014
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) 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) The proceeds from the sale of the 150,146 ordinary shares that are the subject of this filing will be used to pay personal taxes payable by A. Kelly from the exercise of options and receipt of 409,584 ordinary shares by A. Kelly reported on this Form 4.
- (3) The Ordinary Share Options convert to Ordinary Shares at an amount equal to the product of (i) 250,000 and (ii) the excess of the Current AER Share Price over the Exercise Price (\$2.95), divided by the Current AER Share Price.
- (4) The Ordinary Share Options convert to Ordinary Shares at an amount equal to the product of (i) 375,000 and (ii) the excess of the Current AER Share Price over the Exercise Price (\$24.63), divided by the Current AER Share Price.

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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