

Kelly Tom
Form 3
April 14, 2011

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Kelly Tom

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2011

3. Issuer Name **and** Ticker or Trading Symbol
AerCap Holdings N.V. [AER]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

AERCAP
HOUSE,Â STATIONSPLEIN
965

(Street)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
AerCap Ireland Limited CEO

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

SCHIPHOL
AIRPORT,Â P7Â 1117CE

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and Expiration
Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or
Number of

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				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit	05/31/2015 ⁽²⁾	05/31/2015 ⁽²⁾	Ordinary Shares	100,000	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Kelly Tom AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL AIRPORT,Â P7Â 1117CE	Â	Â	Â	AerCap Ireland Limited CEO	Â

Signatures

/s/ Tom Kelly 04/14/2011

 Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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") will convert (i) on a 1-for-1 basis into ordinary shares of the issuer upon vesting, (ii) the cash equivalent , or (iii) a combination of items (i) and (ii).
- (2) 50,000 RSUs will vest on this date. The remaining 50,000 RSUs vest on this date subject to performance goals.

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Remarks:

ThisÂ formÂ isÂ filedÂ voluntarily.Â AsÂ aÂ foreignÂ privateÂ issuer,Â AerCapÂ isÂ exemptedÂ fromÂ SectionÂ 16Â of

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.