## FORM 4

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

| OMB APPROVAL            |     |  |  |  |  |  |
|-------------------------|-----|--|--|--|--|--|
| OMB Number: 3235-028    |     |  |  |  |  |  |
| stimated average burden |     |  |  |  |  |  |
| ours per response       | 0.5 |  |  |  |  |  |

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

#### 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

| on I(b).  |   |  |  |  |   | · ·                                      | ,                                       |  |                                     |  |  |   |  |  |  |   |  |  |
|---|---|--|--|--|---|--|---|--|-------------------------------------|--|--|---|--|--|--|---|--|--|
| Responses   | s)  |  |  |  |   |  |   |  |                                     |  |  |   |  |  |  |   |  |  |
| Name and Address of Reporting Person * Ferre Soeren Eric                              |   |  |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>AerCap Holdings N.V. [AER]   |   |  |   |  |                                     |  |  | 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) 12/11/2008  |   |  |   |  |                                     |  |  | X Officer (give title below) Other (specify below) CEO - AerCap Group Svcs  |  |  |  |   |  |  |
| (Street)  |   |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |   |  |   |  |                                     |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person |  |  |  |   |  |  |
| SCHIPHOL AIRPORT, P7 1117CE   |   |  |  |  |   |  |   |  |                                     |  |  |   |  |  |  |   |  |  |
| (City) (State) (Zip)  |   |  |  | Table I - Non-Derivative Securities Acqui  |   |  |   |  |                                     |  |  |   | ired, Disposed of, or Beneficially Owned                                   |  |  |   |  |  |
| tle of Security  2. Transaction Date (Month/Day/Yea                                   |   |  | r) any   |  | Date, if C  | car) Code<br>(Instr. 8)                  |   | (A) or Disposed of (Instr. 3, 4 and 5)       |                                     | of (D) Owned F<br>Transacti<br>(Instr. 3 a   |  | ed Following Reported saction(s)  |  | 1 0  | Ownership Form: Direct (D) or Indirect I)  | eneficial<br>wnership                           |  |  |
| eport on a s  | eparate line for each   |  | Table II -   | Derivat  | tive S  | Securities                               | Acqı                                    | Person<br>in this<br>display<br>uired, Dispo | s who                               | are not re<br>urrently v   | equire<br>valid C<br>ficially                    | ed to i   | respond<br>control n   | unless the   |  | ned SEC 14                                      | 74 (9-02)  |  |
| Derivative Conversion Date Ex<br>Security or Exercise (Month/Day/Year) an             | Execution any   | 4. 5. Transaction D Code So (Instr. 8) A or of (I:   |  | 5. Number<br>Derivative<br>Securities<br>Acquired<br>or Dispos<br>of (D)   | 5. Number of Experivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,  |  | 6. Date Exercisable and Expiration Date |  |                                     |  | ng   |   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |   |  |  |
|   |   |  |  | Code   | V   | (A)                                      | (D)                                     | Exercisable Date                             |                                     |  | Title  |   | or<br>Number   |  | (Instr. 4)   | (Instr. 4)                                      |  |  |
| \$ 2.95   | 12/11/2008  |  |  | A  |   | 250,000                                  |   | 12/31/201                                    | 1 12                                | /11/2018   |  |   | 250,000  | \$ 0   | 500,000  | D   |  |  |
| ing O   | wners   |  |  |  |   |  |   |  |                                     |  |  |   |  |  |  |   |  |  |
| Owner N   | ama / Address   |  |  | Re   | elatio  | onships                                  |   |  |                                     |  |  |   |  |  |  |   |  |  |
| Reporting Owner Name / Address  Director 10%  |   | 10% Own  | vner Officer Othe  |  |   |  |   | Other  |                                     |  |  |   |  |  |  |   |  |  |
| Ferre Soeren Eric<br>AERCAP HOUSE<br>STATIONSPLEIN 965<br>SCHIPHOL AIRPORT, P7 1117CE |   |  |  | CEO - AerCap Group Svcs  |   |  |   |  |                                     |  |  |   |  |  |  |   |  |  |
| i le rivere   | AIRPOI  out on a s  niversion Exercise ce of rivative curity  a 2.95  Owner N  Eric | Responses) Address of Reporting Person a Eric  OUSE, STATIONSPLEI  (Street)  AIRPORT, P7 1117CE  (State)  Doort on a separate line for each according to the control of the | Responses) Address of Reporting Person - 1 Eric  OUSE, STATIONSPLEIN 965  (Street)  AIRPORT, P7 1117CE (State)  Out on a separate line for each class of more on a separate line for each class of more separate line for each class of separate line for each class of separate line for each class of more separate line for each class of separate line for | Responses) Address of Reporting Person **  In Eric (First) (Middle) OUSE, STATIONSPLEIN 965  (Street)  AIRPORT, P7 1117CE (State) (Zip)  Trity 2. Transaction Date (Month/Day/Year)  Foort on a separate line for each class of securities  Table II -  Table II - | Responses) Address of Reporting Person 2. Issue AerCan AerCan Couse, STATIONSPLEIN 965  OUSE, STATIONSPLEIN 965  (Street)  AIRPORT, P7 1117CE  (State)  (State)  2. Issue AerCan 12/11/2  4. If An AIRPORT, P7 1117CE  (State)  (Month/Day/Year)  Date  (Month/Day/Year)  Table II - Derivative (e.g., pt any (Month/Day/Year))  Exercise (Month/Day/Year)  (Month/Day/Year)  A Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  A Table II - Derivative (e.g., pt any (Month/Day/Year)  (Month/Day/Year)  A Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code  A Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code  Table II - Derivative (e.g., pt any (Month/Day/Year)  (Month/Day/Year)  Code  Table II - Derivative (e.g., pt any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Code  Table II - Derivative (e.g., pt any (month/Day/Year)  (Month/Day/Year)  Code  Table II - Derivative (e.g., pt any (month/Day/Year)  (Month/Day/Year)  Code  Table II - Derivative (e.g., pt any (month/Day/Year)  (Month/Day/Year)  A Transaction Date (e.g., pt any (month/Day/Year)  (Month/Day/Year) | Responses) Address of Reporting Person * | Address of Reporting Person 2           | Address of Reporting Person 2                | Address of Reporting Person    Eric | According Person 2 (First) (Middle) (Street) (State) (Zip) (Month/Day/Year) (Month/Day/Year | Responses)  didress of Reporting Person * 1 Eric | Responses)  address of Reporting Person = 1 Eric  | Responses)  Address of Reporting Person - Leric                            | Responses)  Address of Reporting Person ** Eric                              | Responses)  Address of Reporting Person ** LEFTIC OFFICIAL PROPERTY OF A CONTROL PROPERT | Responses)  Address of Reporting Person - LEric | Responses)  uddress of Reporting Person = AerCap Holdings N.V. (AER]  AerCap Holdings N.V. (AER]  OUSE, STATIONSPLEIN 965  12/11/2008  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  (Street)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date  (Month/Day/Year)  (Month/Day/Year) |  |

### **Signatures**

| /s/ Soeren E. Ferre           | 12/12/2008 |
|-------------------------------|------------|
| 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).

#### Remarks

This Form is filed voluntarily. As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.

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.