

AAR CORP

Form 4

April 13, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTINEZ RANDY J

(Last) (First) (Middle)

1100 N. WOOD DALE ROAD

(Street)

WOOD DALE, IL 60191

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AAR CORP [AIR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Aviation Services Group VP

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

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)
Common Stock	04/10/2015		M	5,500 A	\$ 25.43 34,232.6726	D	
Common Stock	04/10/2015		M	5,000 A	\$ 15.1 39,232.6726	D	
Common Stock	04/10/2015		M	20,000 A	\$ 17.27 59,232.6726	D	
Common Stock	04/10/2015		M	10,000 A	\$ 27.8 69,232.6726	D	
Common Stock	04/10/2015		M	10,000 A	\$ 12.9 79,232.6726	D	

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Common Stock 04/10/2015 S 50,500 D \$ 30.331 28,732.6726 D

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

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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 25.43	04/10/2015		M	5,500	07/15/2014 07/15/2023	Common Stock 5,500
Stock Option	\$ 15.1	04/10/2015		M	5,000	07/13/2010 07/12/2019	Common Stock 5,000
Stock Option	\$ 17.27	04/10/2015		M	20,000	07/12/2011 07/11/2020	Common Stock 20,000
Stock Option	\$ 27.8	04/10/2015		M	10,000	01/18/2012 01/18/2021	Common Stock 10,000
Stock Option	\$ 12.9	04/10/2015		M	10,000	07/16/2013 07/16/2022	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINEZ RANDY J 1100 N. WOOD DALE ROAD WOOD DALE, IL 60191			Aviation Services Group VP	

Signatures

/s/ Jo-Ellen Kiddie, Power of Attorney

04/13/2015

**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).

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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