Aircastle LTD Form 4 January 05, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue. **SECURITIES**

Estimated average burden hours per response... 0.5

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 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wainshal Ron

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

Aircastle LTD [AYR]

(Check all applicable)

C/O AIRCASTLE ADVISOR

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

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

LLC, 300 FIRST STAMFORD **PLACE**

4. If Amendment, Date Original

Filed(Month/Day/Year)

01/01/2016

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

STAMFORD, CT 06905

or

(D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)

Amount

5. Amount of 6. Securities Ownership Beneficially Form: Direct (D) Owned or Indirect Following Reported (I)

Price

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

D

\$ Common 34,506 01/01/2016 F D 20.89 731,381 (1) Stock (2)

Code V

Common Stock

Custodian 2,400 I for Sarah

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

Wainshal

As

Indirect

Beneficial

Ownership

(Instr. 4)

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displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable Date	Title Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
Wainshal Ron							
C/O AIRCASTLE ADVISOR LLC	X		Chief Executive Officer				
300 FIRST STAMFORD PLACE			Chief Executive Officer				
STAMFORD, CT 06905							

Signatures

s/s Ron
Wainshal

**Signature of Reporting Person

O1/05/2016

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).
- Common shares repurchased by the Company pursuant to an irrevocable election made by the reporting person under the Amended and Restated Aircastle Limited 2005 Equity and Incentive Plan and the Aircastle Limited 2014 Omnibus Incentive Plan (collectively, the "Plans"), with proceeds of such repurchase being applied to the reporting person's federal and state tax obligations arising upon the vesting, on January 1, 2016, of 84,246 common shares granted under the Plans.
- (2) The repurchase price of \$20.89 paid by the Company was the closing price on December 31, 2015, the last trading day preceding the date the sale was reported, as provided in the Plans.

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.

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