**AAR CORP** Form 4 March 22, 2005

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

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

**SECURITIES** 

(Print or Type Responses)

1. Name and Address of Reporting Person \* STORCH DAVID P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(First)

(Middle)

AAR CORP [AIR]

3. Date of Earliest Transaction

(Month/Day/Year) 03/18/2005

(Check all applicable)

\_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title below)

President, CEO & Director

1100 N. WOOD DALE ROAD

(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 Person Form filed by More than One Reporting

Person

#### WOOD DALE, IL 60191-

(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)	ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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	03/18/2005		M	44,800	A	\$ 8.59	398,957	D	
Common Stock	03/18/2005		M	240,000	A	\$ 11.13	638,957	D	
Common Stock	03/18/2005		M	240,000	A	\$ 11.13	878,957	D	
Common Stock	03/18/2005		M	90,000	A	\$ 11.6667	968,957	D	
Common Stock	03/18/2005		M	300,000	A	\$ 13.3334	1,268,957	D	

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Common Stock	03/18/2005	M	71,278	A	\$ 6.96	1,340,235	D	
Common Stock	03/18/2005	F	822,038	D	\$ 14.96	518,197	D	
Common Stock						18,810 (1)	I	by wife
Common Stock						6,876.173 <u>(1)</u>	I	by wife for minor children

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Stock Option	\$ 0	03/18/2005		M	(71)	240,000	10/11/2000	10/11/2010	Common Stock	2
Stock Option	\$ 0	03/18/2005		M		240,000	10/11/2000	10/11/2010	Common Stock	2
Stock Option	\$ 0	03/18/2005		M		44,800	07/09/2009	07/09/2012	Common Stock	4
Stock Option	\$ 6.96	03/18/2005		M		71,278	07/21/2004	07/21/2013	Common Stock	7
Stock Option	\$ 14.96	03/18/2005(2)		A	70,188		03/18/2005	10/11/2005	Common Stock	7
Stock Option	\$ 14.96	03/18/2005(2)		A	267,381		03/18/2005	07/09/2006	Common Stock	2
Stock Option	\$ 14.96	03/18/2005(2)		A	178,556		03/18/2005	10/11/2010	Common Stock	1
Stock Option	\$ 14.96	03/18/2005(2)		A	178,556		03/18/2005	10/11/2010	Common Stock	1
Stock Option	\$ 14.96	03/18/2005(2)		A	25,724		03/18/2005	07/09/2012	Common Stock	2

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Stock Option	\$ 14.96	03/18/2005(2)	A	33,161		03/18/2005	07/21/2013	Common Stock	
Stock Option	\$ 26	03/18/2005	M		90,000	10/11/1996	10/11/2005	Common Stock	Ģ
Stock Option	\$ 30	03/18/2005	M		300,000	07/09/1996	07/09/2006	Common Stock	3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
STORCH DAVID P 1100 N. WOOD DALE ROAD WOOD DALE, IL 60191-	X		President, CEO & Director					

## **Signatures**

Jo-Ellen Kiddie, Power of Attorney 03/22/2005

\*\*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) I disclaim any beneficial interest in these shares.
- (2) Reload option resulting from withholding of stock in payment of exercise price.

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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