Air Transport Services Group, Inc.

Form 4 May 13, 2014

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A VORHOLT	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Air Transport Services Group, Inc. [ATSG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify			

C/O AIR TRANSPORT SERVICES GROUP, INC., 145 HUNTER

DRIVE

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

below)

Filed(Month/Day/Year)

05/12/2014

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

below)

WILMINGTON, OH 45177

(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								
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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/12/2014		S	100	D	\$ 9.55	50,200	D		
Common Stock	05/12/2014		S	200	D	\$ 9.56	50,000	D		
Common Stock	05/12/2014		S	100	D	\$ 9.23	4,400	I	By Spouse $\underline{^{(1)}}$	
Common Stock	05/12/2014		S	210	D	\$ 9.24	4,190	I	By Spouse	
	05/12/2014		S	200	D		3,990	I		

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Common Stock					\$ 9.26			By Spouse
Common Stock	05/12/2014	S	200	D	\$ 9.27	3,790	I	By Spouse
Common Stock	05/12/2014	S	200	D	\$ 9.29	3,590	I	By Spouse
Common Stock	05/12/2014	S	200	D	\$ 9.3	3,390	I	By Spouse
Common Stock	05/12/2014	S	100	D	\$ 9.31	3,290	I	By Spouse
Common Stock	05/12/2014	S	300	D	\$ 9.34	2,990	I	By Spouse
Common Stock	05/12/2014	S	100	D	\$ 9.35	2,890	I	By Spouse
Common Stock	05/12/2014	S	100	D	\$ 9.37	2,790	I	By Spouse
Common Stock	05/12/2014	S	200	D	\$ 9.38	2,590	I	By Spouse
Common Stock	05/12/2014	S	100	D	\$ 9.39	2,490	I	By Spouse
Common Stock	05/12/2014	S	142	D	\$ 9.4	2,348	I	By Spouse
Common Stock	05/12/2014	S	100	D	\$ 9.41	2,248	I	By Spouse
Common Stock	05/12/2014	S	200	D	\$ 9.42	2,048	I	By Spouse
Common Stock	05/12/2014	S	300	D	\$ 9.43	1,748	I	By Spouse
Common Stock	05/12/2014	S	300	D	\$ 9.45	1,448	I	By Spouse
Common Stock	05/12/2014	S	348	D	\$ 9.46	1,100	I	By Spouse
Common Stock	05/12/2014	S	200	D	\$ 9.47	900	I	By Spouse
Common Stock	05/12/2014	S	100	D	\$ 9.48	800	I	By Spouse
Common Stock	05/12/2014	S	300	D	\$ 9.49	500	I	By Spouse
Common Stock	05/12/2014	S	500	D	\$ 9.5	0	I	By Spouse

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	te Underlying Securities		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>					(3)	<u>(4)</u>	Common Stock	101,829	

X

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VORHOLT JEFFREY J C/O AIR TRANSPORT SERVICES GROUP, INC. 145 HUNTER DRIVE WILMINGTON, OH 45177

Signatures

W. Joseph Payne for: Jeffrey J. Vorholt 05/13/2014

**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) Mr. Vorholt disclaims beneficial ownership of these shares except to the extent of any pecuniary interest.
- (2) The restricted stock units will be exchanged for common stock on a one-for-one basis.
- (3) The units will not be settled until Mr. Vorholt's board service ends.
- (4) There is no expiration date.

Reporting Owners 3

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Remarks:

POA on file.

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.