#### AEROCENTURY CORP Form 4 March 08, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

	Section 30	(1) OI CHC IIIVCDCIIIC	oomp	any nee or 1910	
[_]	Check box if no longe may continue. See Ins		tion 16.	Form 4 or Form 5 obligat	ion
l.	Name and Address of B	Reporting Person*			
	(Last)	(First)		(Middle)	
	JetFleet Holding Corp.				
		(Street)			
	1440 Chapin Avenue, Su	uite 310			
	(City)	(State)		(Zip)	
	Burlingame,	CA		94010	
2.	Issuer Name and Ticke	er or Trading Symbo	ol		
	AeroCentury Corp.	(ACY)			
3.	IRS Identification Nu	umber of Reporting	Person,	if an Entity (Voluntary)	
١.	Statement for Month/Y	/ear			
	February 2002				
5.	If Amendment, Date of	Original (Month/)	(ear)		
ō.	Relationship of Report (Check all applicable		suer		
	[_] Director [_] Officer (give ti	itle below)	[X] [_]	10% Owner Other (specify below)	

7. Individual or Joint/Group F	iling (Check appli	cable line)			
[_] Form filed by one Repo [_] Form filed by more tha					
			======================================		
Table I Non-Deriva or	tive Securities Acc Beneficially Owned		sed oi,	==	
	2.	3. Transaction Code	4. Securities Ac Disposed of ( (Instr. 3, 4	(D)	(A) or
1. Title of Security	Date	(Instr. 8)	- Amount	(A) or	Price
(Instr. 3)	(mm/dd/yy)	Code V		(D)	
Common Stock	02/07/02	S(1)		D	\$1.00
Common Stock	02/14/02	S(1)	4,500	D	\$1.00
Common Stock					
* If the Form is filed by mor 4(b)(v).	e than one Report.	ing Person,	see Instructi	on	
Reminder: Report on a separate l owned directly or indi		of securitie	s beneficially		
(Pri	nt or Type Respons	e)	(Ove	er)	
FORM 4 (continued)					
Table II Derivative Securitie (e.g., puts, calls, war				1	

	Conversion or Exercise 3. Price Transof action Deriv Date ative (Month/Secur Day/ity Year)	4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
1. Title of Derivative		action Date	on Code (Instr.	of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)  Date Expira-			Amount or Number
Security (Instr. 3)		Day/		(A)			tion	Title	of Shares
==========		======							
Explanation of Responses: (1) Represents exercise of incentive stock option granted by JetFleet Holding Corp. for AeroCentury Corp. Common Stock. (2) Transaction by subsidiary, JetFleet Management Corp.									
JETFLEET HOLDING CO.	RP.								

By: Neal D. Crispin, President

/s/ Neal D. Crispin

\*\*Signature of Reporting Person

March 8, 2002

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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