Edgar Filing: WALFISH MARC JAY - Form 4

WALFISH MAR	C JAY									
Form 4	11									
September 06, 20									PPROVAL	
FORM 4	UNITED	STATES					COMMISSIO		3235-0287	
Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIESSection 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).Statement Company Act of 193 30(h) of the Investment Company Act of 1940							nge Act of 1934, of 1935 or Secti	Estimated burden hou response	January 31, 2005 ed average hours per	
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> WALFISH MARC JAY			2. Issuer Name and Ticker or Trading Symbol AAR CORP [AIR]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 1100 N. WOOD DALE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 09/01/2011			(Check all applicable) <u>X</u> Director Officer (give title Dother (specify below)				
	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 						
WOOD DALE, I	L 60191-						Person	inore multione re	oporting	
(City) (State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	insaction Date th/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Report on	a separate line	e for each cla	uss of secu	urities bene	ficially ow	ned directly o	or indirectly.			
Reminder: Report on a separate line for each clas					Perso inforr requi	ons who res nation cont red to respo ays a curre	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		

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	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 23.04	09/01/2011	А		542		09/01/2011	09/30/2024(1)	Common Stock	542

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips	
	Director	10% Owner	Officer	Other
WALFISH MARC JAY 1100 N. WOOD DALE ROAD WOOD DALE, IL 60191-	Х			
Signatures				
/s/ Jo-Ellen Kiddie, Power of Attorney		09/06/2011		
** 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) Phantom stock units are payable in stock on a 1-for-1 basis or cash at the grantee's election upon retirement/termination as a director.

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.