DIETRICH JOHN W

Form 4

February 13, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DIETRICH JOHN W Issuer Symbol ATLAS AIR WORLDWIDE (Check all applicable) **HOLDINGS INC [AAWW]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) 2000 WESTCHESTER AVENUE 02/11/2013 EVP & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PURCHASE, NY 10577

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficiall	y Owned
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)	(Instr. 3,	ispose 4 and (A) or	d 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)
Common Stock, \$0.01 par value	02/11/2013		Code V A	Amount 2,996	(D)	\$ 0	55,264	D	
Common Stock, \$0.01 par value	02/11/2013		F	1,165	D	\$ 45.43	54,099	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

Person

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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 Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
				(Instr. 3, 4,					
					and 5)				
									Amount
						D-4-	Fi4i		or
							*	Title	Number
						Exercisable	Date		of
				Code V	(A) (D)				Shares
Restricted								~	
	(1)	02/11/2013		M	2 996	(2)	02/11/2015	Common	2 996
		02, 11, 2010		2.2	2,,,,	_	02,11,2010	Stock	_,,,,
Restricted Stock Units	<u>(1)</u>	02/11/2013		Code V	(A) (D) 2,996	Date Exercisable	Expiration Date 02/11/2015	Common	Number of

Reporting Owners

Reporting Owner Name / Address	Relationships
Renariing Owner Name / Anaress	

Officer Director 10% Owner Other

DIETRICH JOHN W

2000 WESTCHESTER AVENUE

EVP & COO PURCHASE, NY 10577

Signatures

/s/ Michael W. Borkowski, as Attorney-in-Fact

02/13/2013

**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).
- Upon vesting, the Reporting Person is entitled to receive one share of Common Stock for each restricted stock unit.
- These restricted stock units vested on February 11, 2013 and were automatically converted into an equivalent number of shares of **(2)** Common Stock.

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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