

AAR CORP  
Form 4  
April 15, 2015

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

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

(Last) (First) (Middle)  
1100 WOOD DALE ROAD  
(Street)

WOOD DALE, IL 60191

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AAR CORP [AIR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/13/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 04/13/2015                           |  | M                              |   | 81,698 A \$ 15.1  | D  | 906,815                           |
| Common Stock                    | 04/13/2015                           |  | S                              |   | 81,698 D \$ 30.4938   | D  | 825,117                           |
| Common Stock                    | 04/14/2015                           |  | M                              |   | 84,163 A \$ 17.27   | D  | 990,978                           |
| Common Stock                    | 04/14/2015                           |  | M                              |   | 57,600 A \$ 12.9  | D  | 1,048,578                         |
| Common Stock                    | 04/14/2015                           |  | M                              |   | 118,302 A \$ 15.1   | D  | 1,166,880                         |

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|              |            |     |         |   |            |         |   |   |
|--------------|------------|-----|---------|---|------------|---------|---|---|
| Common Stock | 04/14/2015 | F   | 191,493 | D | \$ 30.45   | 975,387 | D |   |
| Common Stock | 04/14/2015 | G V | 3,250   | D | \$ 0       | 972,137 | D |   |
| Common Stock | 04/15/2015 | S   | 37,306  | D | \$ 30.1338 | 934,831 | D |   |
| Common Stock |            |     |         |   |            | 50,000  | I | By Dps Asset Management Llc                     |
| Common Stock |            |     |         |   |            | 76,738  | I | by GRAT   |
| Common Stock |            |     |         |   |            | 2,025   | I | By Lorraine Revocable Trust                     |
| Common Stock |            |     |         |   |            | 100,973 | I | by Power of Attorney                            |
| Common Stock |            |     |         |   |            | 18,810  | I | By Wife   |
| Common Stock |            |     |         |   |            | 250,000 | I | Storch Family 2012 Dynasty Trust <sup>(1)</sup> |

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

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(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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount of Number of Shares |
| Stock Option                               | \$ 15.1  | 04/13/2015                           |  | M                              | 81,698  | 07/13/2010   | 07/13/2019      | Common Stock  | 81,698                     |
| Stock Option                               | \$ 17.27   | 04/14/2015                           |  | M                              | 84,163  | 07/12/2011   | 07/11/2020      | Common Stock  | 84,163                     |

|              |         |            |  |   |         |            |            |              |         |
|--------------|---------|------------|--|---|---------|------------|------------|--------------|---------|
| Stock Option | \$ 12.9 | 04/14/2015 |  | M | 57,600  | 07/16/2013 | 07/16/2022 | Common Stock | 57,600  |
| Stock Option | \$ 15.1 | 04/14/2015 |  | M | 118,302 | 07/13/2010 | 07/13/2019 | Common Stock | 118,302 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| STORCH DAVID P<br>1100 WOOD DALE ROAD<br>WOOD DALE, IL 60191 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Jo-Ellen Kiddie, Power of Attorney  
Date: 04/15/2015

\_\_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. Storch is Trustee and beneficiary of this Trust.

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.