Edgar Filing: AAR CORP - Form 4

| AAR CORF Form 4 |) | | | | | | | | |
|---|---|--|---------------------|--|--|---|--|--|---|
| March 03, 2 | .009 | | | | | | | | |
| FORM | ЛД | | | | | | | | PPROVAL |
| | UNITED | STATES | | RITIES A | | | COMMISSIO | N OMB Number: | 3235-0287 |
| Check tl if no lon subject to Section Form 4 Form 5 obligation may con <i>See</i> Instri 1(b). | nger 16. 16. or Filed pu Dns Section 17 | rsuant to S (a) of the I | Section Public U | SECUF 16(a) of th Itility Hol | RITIES ne Securit ding Con | ies Excha | WNERSHIP OF nge Act of 1934, of 1935 or Secti 940 | Estimated burden hou response | urs per |
| (Print or Type | Responses) | | | | | | | | |
| | Address of Reporting AN RONALD R | Person <u>*</u> | Symbol | er Name and CORP [AI | | Trading | 5. Relationship Issuer | | |
| (Last) | (First) (| (Middle) | 3. Date of | of Earliest T | ransaction | | (Ch | eck all applicabl | e) |
| 1100 N. W | OOD DALE ROA | AD | (Month/ 03/02/2 | Day/Year) 2009 | | | _X_ Director Officer (give below) | | % Owner ner (specify |
| | (Street) | | | endment, Da onth/Day/Yea | _X_ Form filed by One Reporting Person | | erson | | |
| WOOD DA | ALE, IL 60191- | | | | | | Person | More than One R | eporting |
| (City) | (State) | (Zip) | Tab | ole I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | | Disposed (Instr. 3, 4 | (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: Re | port on a separate lin | e for each cla | ass of sec | urities benet | ficially own | ned directly of | or indirectly. | | |
| | | | | | Perso inform requir | ns who rest nation cont ed to respo ys a curre | spond to the colle ained in this forn ond unless the fo ntly valid OMB co | 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 | | | | Acqui (A) or Dispo of (D) (Instr. and 5) | sed 3, 4, | | | | |
|------------------|------------------------|------------|------|---|---|--------------|---------------------|-----------------------|-----------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | \$ 11.97 | 03/02/2009 | А | | 940 | | 03/02/2009 | 09/30/2015 <u>(1)</u> | Common Stock | 940 |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|---|----------|------------|---------|-------|
| http://www.goundername/framess | Director | 10% Owner | Officer | Other |
| FOGLEMAN RONALD R 1100 N. WOOD DALE ROAD WOOD DALE, IL 60191- | Х | | | |
| Signatures | | | | |
| /s/ Jo-Ellen Kiddie, Power of Attorney | | 03/03/2009 | | |
| **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.