

Edgar Filing: CARTY DOUG - Form 5

CARTY DOUG
Form 5
February 11, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL 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(h) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Carty	Douglas	A.
-----	-----	-----
(Last)	(First)	(Middle)
c/o Atlas Air Worldwide Holdings, Inc.		
2000 Westchester Avenue		

(Street)		
Purchase	NY	10577
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

ATLAS AIR WORLDWIDE HOLDINGS, INC. - CGO

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

For fiscal year ended December 31, 2002

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Former Senior V.P. & CFO

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Amount	(A) or (D)	Price
Common Stock	2/8/02		A(1)	1,706	A	\$10.68
Common Stock	12/31/02		D(2)	1,706	A	

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* If the form is filed by more than one reporting person, see instruction 4(b) (v).

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Common Stock Option	\$14.63	12/31/02		D(2)	75,000	8/7/06 8/6/11	Common Stock 75,000
Common Stock Option	\$14.85	12/31/02		D(2)	15,000	8/2/06 8/2/11	Common Stock 15,000
Common Stock Option	\$14.85	12/31/02		D(2)	15,000	8/2/06 8/2/11	Common Stock 15,000

Explanation of Responses:

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- (1) Represents an award of restricted stock units that are exchangeable for common shares on a one-for-one basis and that are subject to certain vesting requirements.
- (2) Forfeiture of award upon termination of employment on December 31, 2002.

/s/ Douglas A. Carty

February 3, 2003

**Signature of Reporting Person

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.