

Murray Alex  
Form 4  
October 04, 2012

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
Murray Alex

2. Issuer Name and Ticker or Trading Symbol  
Wesco Aircraft Holdings, Inc  
[WAIR]

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

(Last) (First) (Middle)  
C/O WESCO AIRCRAFT  
HOLDINGS, INC., 27727 AVENUE  
SCOTT

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/03/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP of Global Operations

(Street)  
VALENCIA, CA 91355

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

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

(City) (State) (Zip)

**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                    | 10/03/2012                           |  | S                              |   | 31,009<br>(1)   | D  |                                   |
| Common Stock                    | 10/03/2012                           |  | D                              |   | 10,206<br>(3)   | D  |                                   |
|                                 |                                      |  |                                |   | \$ 13.5   |  |                                   |
|                                 |                                      |  |                                |   | \$ 13.5   |  |                                   |
|                                 |                                      |  |                                |   | 59,391 (2)  | D  |                                   |
|                                 |                                      |  |                                |   | 49,185 (2)  | D  |                                   |

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

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SEC 1474  
(9-02)

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Murray Alex  
C/O WESCO AIRCRAFT HOLDINGS, INC.  
27727 AVENUE SCOTT  
VALENCIA, CA 91355

VP of Global Operations

## Signatures

/s/ Gregory A. Hann, as  
Attorney-in-Fact

10/04/2012

\_\_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) Represents the sale of shares to cover the tax liability incurred in connection with the delivery of shares underlying restricted stock units. Includes 3,750 unvested shares of restricted common stock, with 1,500 of these shares in the aggregate vesting in equal installments on September 30, 2013 and 2014. The vesting of the remaining 2,250 shares is subject to the Company's achievement of certain financial performance objectives during the year ended September 30, 2012. If these performance objectives are not achieved, these 2,250 shares will be forfeited. If these performance objectives are achieved, the 2,250 shares will also vest in three equal annual installments.
- (3) Represents the settlement of shares in cash pursuant to the terms of the applicable equity award plan to cover the tax liability incurred in connection with the delivery of shares underlying restricted stock units.

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