AAR CORP Form 4 August 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Holmes John McClain III	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Other (specify below) Group Vice President		
(Last) (First) (Middle)	AAR CORP [AIR] 3. Date of Earliest Transaction			
1100 N. WOOD DALE ROAD	(Month/Day/Year) 08/07/2015			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
WOOD DALE, IL 60191		Form filed by More than One Reporting Person		

(City)	(State) (A	Table Table	I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3. T	4. Securiti	•		5. Amount of		7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Dis (D)	sposea c	OI	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	1 and 5))	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported	(IIIsu: +)	(IIIsu. +)
					(A) or		Transaction(s) (Instr. 3 and 4)		
Common			Code V	Amount	(D)	Price	(Instr. 5 und 1)		
Common Stock	08/07/2015		A(1)	14,087	A	\$0	36,742	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 26.62	08/07/2015		A	50,134	(2)	08/07/2025	Common Stock	50,134

Reporting Owners

Reporting Owner Name / Address

Pi to 1007 O OCT

Director 10% Owner Officer Other

Holmes John McClain III 1100 N. WOOD DALE ROAD WOOD DALE, IL 60191

Group Vice President

Signatures

/s/ Jo-Ellen Kiddie, Power of Attorney

08/10/2015

**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) Award of stock pursuant to a Performance Restricted Stock Agreement in a transaction exempt under Rule 16b-3.
- (2) The option vests in 1/3 annual installments beginning on August 7, 2016.

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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