

ATLAS AIR WORLDWIDE HOLDINGS INC

Form 4

May 28, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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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 \*  
McCorkle Frederick2. Issuer Name **and** Ticker or Trading  
Symbol  
ATLAS AIR WORLDWIDE  
HOLDINGS INC [AAWW]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

2000 WESTCHESTER AVENUE

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/26/20154. If Amendment, Date Original  
Filed(Month/Day/Year)☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)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)
Common Stock, \$0.01 par value	05/26/2015		A	2,707 A \$ 0	36,838	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**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. 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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/26/2015		M		2,707		<u>(2)</u>	05/26/2015	Common Stock	2,707
Restricted Stock Units	<u>(1)</u>	05/27/2015		A		1,895		<u>(3)</u>	<u>(3)</u>	Common Stock	1,895

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCorkle Frederick 2000 WESTCHESTER AVENUE PURCHASE, NY 10577	X			

## Signatures

/s/Michael W. Borkowski Michael W. Borkowski, as  
Attorney-in-Fact

05/28/2015

**\*\*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) Upon vesting, the Reporting Person is entitled to receive one share of Common Stock for each restricted stock unit.
- (2) These restricted stock units vested on May 26, 2015 and were automatically converted into an equivalent number of shares of Common Stock.

The units vest in their entirety on the first to occur of the following: (i) the first anniversary of the Date of Grant; (ii) the day immediately preceding the date of the annual meeting of stockholders of the Company occurring in 2016; the day immediately preceding the Reporting

- (3) Person's death; the day immediately preceding the date of termination of the Reporting Person's service on the Board by reason of disability (as defined); or a Change in Control of the Company (as defined). Share payouts will be made as soon as practicable after vesting of the Restricted Stock Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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