AAR CORP Form 4 June 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

may continue.

See Instruction

Check this box

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 * WALFISH MARC JAY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle)

AAR CORP [AIR] 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Check all applicable)

1100 N. WOOD DALE ROAD

(Street)

(State)

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

06/01/2015

below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WOOD DALE, IL 60191-

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 06/01/2015 Stock

 $A^{(1)}$ 5,000 \$0 Α

77,157.5878 D

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

(Month/Day/Year)

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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	2.	3. Transaction Date		4. Transa	ati a		fumber 6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		
Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Transac Code		Deriva	ative	*		(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Securi Acqui (A) or Dispo of (D) (Instr. and 5)	red sed 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 (2)	06/01/2015 <u>(2)</u>		A		582 (3)		06/01/2015	09/30/2024(4)	Common Stock	582

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
WALFISH MARC JAY 1100 N. WOOD DALE ROAD WOOD DALE, IL 60191-	X						

Signatures

/s/ Jo-Ellen Kiddie, Power of Attorney

06/03/2015 Date

**Signature of Reporting Person

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 Restricted Stock Agreement in transaction exempt under Rule 16b-3.
- (2) Various transactions dates apply for the dividend reinvestment phantom shares.
- (3) Includes 159 phantom shares acquired over time as dividend reinvestment on deferred compensation exempt under Rule 16a-11, pursuant to the dividend reinvestment feature of the Non-Employee Directors' Deferred Compensation Plan.
- (4) 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.
- (5) Various prices apply on the dividend reinvestment phantom shares.

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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