Air Transport Services Group, Inc.

Form 4 May 08, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 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 * **CAREY JAMES H**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

Air Transport Services Group, Inc.

(Check all applicable)

[ATSG]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O AIR TRANSPORT SERVICES

(Street)

(First)

GROUP, INC., 145 HUNTER

DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

05/07/2015

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

WILMINGTON, OH 45177

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned

Following

7. Nature of Ownership Indirect Form: Direct (D) or Indirect

Beneficial Ownership (Instr. 4)

 \mathbf{C}

Reported (I) Transaction(s)

(Instr. 4)

(Instr. 3 and 4)

(D) Price Amount

(A)

Code V

114,929

156,342 D

Common Stock

05/07/2015

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

10.12

required to respond unless the form displays a currently valid OMB control SEC 1474 (9-02)

number.

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)				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	(1)	05/07/2015		С		114,929	(2)	(3)	Common Stock	114,929

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

CAREY JAMES H C/O AIR TRANSPORT SERVICES GROUP, INC. 145 HUNTER DRIVE WILMINGTON, OH 45177



Signatures

W. Joseph Payne for James H. 05/08/2015 Carey

**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).

X

- (1) The restricted stock units will be exchanged for common stock on a one-for-one basis.
- (2) The units were settled upon Mr. Carey's resignation from the ATSG Board of Directors effective May 7, 2015.
- (3) There is no expiration date.

Remarks:

POA on file.

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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