Aircastle LTD Form 4 January 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

burden hours per

Estimated average response... 0.5

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **INGLESE MICHAEL**

Symbol

(Zip)

5. Relationship of Reporting Person(s) to Issuer

Aircastle LTD [AYR]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2015

(Check all applicable)

X_ Officer (give title below) **CFO**

Director

10% Owner _ Other (specify below)

C/O AIRCASTLE ADVISOR LLC, 300 FIRST STAMFORD **PLACE**

(State)

(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 Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

STAMFORD, CT 06902

(City)

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	•	` ′	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(ividinal 2 alj, 1 car)	(Insur 0)				Following Reported	(Instr. 4)	(Instr. 4)
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Shares	01/01/2015		F	9,810 ₍₁₎	D	\$ 21.37	285,531	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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				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			
INGLESE MICHAEL							
C/O AIRCASTLE ADVISOR LLC			CFO				
300 FIRST STAMFORD PLACE			CFO				
STAMFORD, CT 06902							

Signatures

/s/ Michael J.

Inglese 01/05/2015

**Signature of 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).
- Common shares repurchased by the Company pursuant to an irrevocable election made by the reporting person under the Amended and Restated Aircastle Limited 2005 Equity and Incentive Plan (the "Plan"), with proceeds of such repurchase being applied to the reporting person's federal and state tax withholding obligations arising upon the vesting, on January 1, 2015, of 28,049 common shares granted under the Plan.
- (2) The repurchase price of \$21.37 paid by the Company was the closing price on December 31, 2014, the last trading day preceding the date the sale was reported, as provided in the Plan.

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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