

AAR CORP
Form 4
April 06, 2006

FORM 4

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

OMB APPROVAL

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Check this box 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 *
MCDONALD JAMES M

(Last) (First) (Middle)
1100 N WOOD DALE RD
(Street)

WOODDALE, IL 60191

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AAR CORP [AIR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/20/2006	04/06/2006	M		6,000	A \$ 22.625	69,598	D	
Common Stock	03/20/2006	04/06/2006	M		3,750	A \$ 23.0834	73,348	D	
Common Stock	03/20/2006	04/06/2006	M		4,000	A \$ 17.75	77,348	D	
Common Stock	03/20/2006	04/06/2006	M		1,000	A \$ 3.2	78,348	D	
Common Stock	03/20/2006	04/06/2006	F		12,091	D \$ 27.42	66,257	D	

Common Stock		5,600	I	Cust for minor children
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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
Stock Option	\$ 22.625	03/20/2006	04/06/2006	M		6,000		07/13/2000	07/13/2009	Common Stock	6,000
Stock Option	\$ 23.0834	03/20/2006	04/06/2006	M		3,750		10/08/1998	10/08/2007	Common Stock	3,750
Stock Option	\$ 17.75	03/20/2006	04/06/2006	M		4,000		10/14/1999	10/14/2008	Common Stock	4,000
Stock Option	\$ 3.2	03/20/2006	04/05/2006	M		1,000		10/09/2003	10/09/2012	Common Stock	1,000
Stock Option	\$ 27.42	03/20/2006	04/06/2006	<u>A⁽¹⁾</u>		4,951		03/20/2006	07/13/2009	Common Stock	4,951
Stock Option	\$ 27.42	03/20/2006	04/06/2006	<u>A⁽¹⁾</u>		2,589		03/20/2006	10/14/2008	Common Stock	2,589
Stock Option	\$ 27.42	03/20/2006	04/06/2006	<u>A⁽¹⁾</u>		116		03/20/2006	10/09/2012	Common Stock	116

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD JAMES M 1100 N WOOD DALE RD			Vice President	

WOODDALE, IL 60191

Signatures

Jo-Ellen Kiddie, Power of
Attorney

04/06/2006

__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) Reload option resulting from withholding of stock in payment of exercise price.

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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