

AIRCASTLE LTD

Reported by
KRIEDBERG MICHAEL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/12/18 for the Period Ending 02/09/18

Address C/O AIRCASTLE ADVISOR LLC
201 TRESSER BLVD, SUITE 400
STAMFORD, CT, 06901

Telephone (203) 504-1020

CIK 0001362988

Symbol AYR

SIC Code 7359 - Services-Equipment Rental and Leasing, Not Elsewhere Classified

Industry Business Support Services

Sector Industrials

Fiscal Year 12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Kriedberg Michael <small>(Last) (First) (Middle)</small> C/O AIRCASTLE ADVISOR LLC, 201 TRESSER BLVD, 4TH FLOOR <small>(Street)</small> STAMFORD, CT 06901 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Aircastle LTD [AYR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Commercial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/9/2018</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Shares	2/9/2018		A		34794	A	\$0 (1)	193357	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Shares	\$0.0	2/9/2018		A		63131		(2)	(2)	Common Shares	63131.0	\$0	63131	D	

Explanation of Responses:

- (1) Grant of restricted shares under the Amended and Restated Aircastle Limited 2014 Omnibus Incentive Plan (the "2014 Plan"). Shares vest ratably in three installments on January 1, 2019, January 1, 2020 and January 1, 2021 subject to the terms of the 2014 Plan and related grant documents.
- (2) The reporting person was granted 63,131 performance-based restricted stock units ("RSUs") on March 31, 2017. On February 9, 2018, the Compensation Committee of the Board of Directors of Aircastle Limited certified satisfaction of the applicable performance condition. Each RSU represent a contingent right to acquire one Common Share, subject to ratable vesting on each of March 31, 2018, March 31, 2019 and March 31, 2020.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kriedberg Michael C/O AIRCASTLE ADVISOR LLC 201 TRESSER BLVD, 4TH FLOOR STAMFORD, CT 06901			Chief Commercial Officer	

Signatures

/s/ **Michael L. Kriedberg**

2/13/2018

**Signature of Reporting Person

Date

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

* 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).

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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