

# **AIRCASTLE LTD**

Reported by  
**KRIEDBERG MICHAEL**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/03/18 for the Period Ending 03/31/18

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

<b>1. Name and Address of Reporting Person -*</b>  <b>Kriedberg Michael</b>  (Last) (First) (Middle)  <b>C/O AIRCASTLE ADVISOR LLC, 201 TRESSER BLVD, 4TH FLOOR</b>  (Street)  <b>STAMFORD, CT 06901</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Aircastle LTD [ AYR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/31/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  ___ Director ___ 10% Owner <input checked="" type="checkbox"/> <b>X</b> ___ Officer (give title below) ___ Other (specify below) <b>Chief Commercial Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> <b>X</b> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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**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	3/31/2018		M		21044	A	\$0	214401	D	
Common Shares	3/31/2018		F (1)		7143	D	\$19.86 (2)	207258	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				
Restricted Stock Units	(3)	3/31/2018		M		21044		(3)	(3)	Common Shares	21044.0	(3)	42087	D	

**Explanation of Responses:**

- (1) Common Shares withheld by the Company pursuant to an irrevocable election made by the reporting person under the Amended and Restated Aircastle Limited 2014 Omnibus Incentive Plan (the "Plan"), with proceeds of such repurchase being applied to the reporting person's federal and state tax obligations arising from the vesting, on March 31, 2018, of performance-based restricted share units ("RSUs") granted under the Plan, which converted into Common Shares on a one-for-one basis.
- (2) The number of shares withheld is based on the closing price on March 29, 2018, the last trading day preceding the date such shares were withheld, as provided in the Plan.
- (3) The reporting person was granted 63,131 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
<b>Kriedberg Michael C/O AIRCASTLE ADVISOR LLC 201 TRESSER BLVD, 4TH FLOOR STAMFORD, CT 06901</b>			<b>Chief Commercial Officer</b>	

**Signatures**

/s/ **Michael L. Kriedberg**

**4/3/2018**

\*\*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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