

CAREY JAMES H  
Form 4  
November 28, 2012

**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 \*  
CAREY JAMES H

2. Issuer Name and Ticker or Trading Symbol  
Air Transport Services Group, Inc.  
[ATSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O AIR TRANSPORT SERVICES GROUP, INC., 145 HUNTER DRIVE

11/27/2012

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 (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)
				(A) or (D)	Price		
Common Stock	11/27/2012		S	500	D \$ 3.53	55,913	D
Common Stock	11/27/2012		S	3,200	D \$ 3.54	52,713	D
Common Stock	11/27/2012		S	500	D \$ 3.5411	52,213	D
Common Stock	11/27/2012		S	3,000	D \$ 3.55	49,213	D
	11/27/2012		S	200	D \$ 3.56	49,013	D

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Common Stock							
Common Stock	11/27/2012	S	100	D	\$ 3.58	48,913	D
Common Stock	11/28/2012	S	6,600	D	\$ 3.54	42,313	D
Common Stock	11/28/2012	S	200	D	\$ 3.5401	42,113	D
Common Stock	11/28/2012	S	200	D	\$ 3.5421	41,913	D
Common Stock	11/28/2012	S	500	D	\$ 3.5423	41,413	D

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)	8. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Restricted Stock Units	(1)					(2)	(3)	Common Stock	78,012

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY JAMES H C/O AIR TRANSPORT SERVICES GROUP, INC.	X			

145 HUNTER DRIVE  
WILMINGTON, OH 45177

## Signatures

W. Joseph Payne for James H.  
Carey

11/28/2012

\_\_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) The restricted stock units will be exchanged for common stock on a one-for-one basis.
  - (2) The units will not be settled until Mr. Carey's board service ends.
  - (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.  
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