

Hess Lisa F.
Form 4
May 21, 2013

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 *
Hess Lisa F.

2. Issuer Name and Ticker or Trading Symbol
Wesco Aircraft Holdings, Inc
[WAIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
16030 VENTURA BLVD., STE 320
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2013

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

ENCINO, CA 91436

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 Person

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/20/2013		M	57,954 A \$ 4.13	179,179	I	By spouse
Common Stock	05/20/2013		S	57,954 D \$ 16.81	121,225	I	By spouse
Common Stock					1,425,448	I	By Randy Snyder 2009 Extended Family Trust ⁽²⁾

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Common Stock	1,425,449	I	By Susan Snyder 2009 Extended Family Trust ⁽²⁾
Common Stock	1,278,046	I	By Justin Henry Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust ⁽²⁾
Common Stock	1,278,046	I	By Justin Henry Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust ⁽²⁾
Common Stock	1,278,046	I	By Joshua Jack Snyder Exempt Trust U/T Randy Snyder 2005 Grantor Trust ⁽²⁾
Common Stock	1,278,046	I	By Joshua Jack Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust ⁽²⁾
Common Stock	1,278,046	I	By Todd Ian Snyder

Common Stock	1,278,046	I	Exempt Trust U/T Randy Snyder 2005 Grantor Trust ⁽²⁾ By Todd Ian Snyder Exempt Trust U/T Susan Snyder 2005 Grantor Trust ⁽²⁾
Common Stock	3,670	I	By George and Lisa Hess Trust dated October 1, 2003
Common Stock	36,000	I	By Margate Grantor Trust A
Common Stock	35,946	I	By Margate Grantor Trust B

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee stock options (right to buy)	\$ 4.13	05/20/2013	M	57,954	10/13/2011	05/17/2017	Common Stock	57,954

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hess Lisa F. 16030 VENTURA BLVD., STE 320 ENCINO, CA 91436		X		

Signatures

/s/ Lisa F. Hess 05/21/2013

**Signature of Date
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).
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$16.63 to
(1) \$16.90. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 1.
(2) The reporting person is the trust advisor for this trust, and in that role has dispositive power with respect to these shares.

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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