

Wesco Aircraft Holdings, Inc
 Form 4
 March 31, 2014

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 *
 Weinstein Hal

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/27/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec VP Sales & Marketing

C/O WESCO AIRCRAFT HOLDINGS, INC., 27727 AVENUE SCOTT

(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

VALENCIA, CA 91355

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/27/2014		M		20,000	A	\$ 4.13
Common Stock	03/27/2014		S ⁽¹⁾		20,000	D	\$ 21.6242
Common Stock	03/28/2014		M		4,400	A	\$ 4.13
Common Stock	03/28/2014		M		15,600	A	\$ 15

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Common Stock	03/28/2014		S ⁽¹⁾	20,000	D	\$ 21,849 <u>(3)</u>	94,776	D
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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. SEC 1474 (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
Employee Stock Options (right to buy)	\$ 4.13	03/27/2014		M	20,000	10/13/2011 05/17/2017	Common Stock	20,000	
Employee Stock Options (right to buy)	\$ 4.13	03/28/2014		M	4,400	10/13/2011 05/17/2017	Common Stock	4,400	
Employee Stock Options (right to buy)	\$ 15	03/28/2014		M	15,600	<u>(4)</u> 07/27/2021	Common Stock	15,600	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Weinstein Hal
C/O WESCO AIRCRAFT HOLDINGS, INC.
27727 AVENUE SCOTT
VALENCIA, CA 91355

Exec VP Sales & Marketing

Signatures

/s/ Gregory A. Hann, as
Attorney-in-Fact

03/31/2014

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2014.
The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$21.50 to \$21.75. 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.
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$21.73 to \$22.21. 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.
 - (3) The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$21.73 to \$22.21. 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.
 - (4) These options vest in three equal installments on September 30, 2012, 2013 and 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.