

Air Transport Services Group, Inc.

Form 4

November 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VORHOLT JEFFREY J

(Last) (First) (Middle)

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

(Street)

WILMINGTON, OH 45177

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/10/2016		S		100	D \$ 15.72	28,000	D	
Common Stock	11/10/2016		S		300	D \$ 15.73	27,700	D	
Common Stock	11/10/2016		S		100	D \$ 15.79	27,600	D	
Common Stock	11/10/2016		S		200	D \$ 15.83	27,400	D	
	11/10/2016		S		100	D	27,300	D	

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Common Stock					\$ 15.84		
Common Stock	11/10/2016	S	800	D	\$ 15.85	26,500	D
Common Stock	11/10/2016	S	1,000	D	\$ 15.86	25,500	D
Common Stock	11/10/2016	S	105	D	\$ 15.87	25,395	D
Common Stock	11/10/2016	S	400	D	\$ 15.88	24,995	D
Common Stock	11/10/2016	S	200	D	\$ 15.89	24,795	D
Common Stock	11/10/2016	S	847	D	\$ 15.9	23,948	D
Common Stock	11/10/2016	S	1,248	D	\$ 15.91	22,700	D
Common Stock	11/10/2016	S	200	D	\$ 15.92	22,500	D
Common Stock	11/10/2016	S	300	D	\$ 15.93	22,200	D
Common Stock	11/10/2016	S	300	D	\$ 15.94	21,900	D
Common Stock	11/10/2016	S	200	D	\$ 15.95	21,700	D
Common Stock	11/10/2016	S	500	D	\$ 15.96	21,200	D
Common Stock	11/10/2016	S	100	D	\$ 15.97	21,100	D
Common Stock	11/10/2016	S	300	D	\$ 15.98	20,800	D
Common Stock	11/10/2016	S	200	D	\$ 15.99	20,600	D
Common Stock	11/10/2016	S	400	D	\$ 16	20,200	D
Common Stock	11/10/2016	S	200	D	\$ 16.02	20,000	D

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

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(9-02)

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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)
Restricted Stock Units	(1)			Code V	(A) (D)	Date Exercisable (2) Expiration Date (3)	Title Common Stock	Amount or Number of Shares 99,848

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VORHOLT JEFFREY J C/O AIR TRANSPORT SERVICES GROUP, INC. 145 HUNTER DRIVE WILMINGTON, OH 45177	X

Signatures

W. Joseph Payne for: Jeffrey J. Vorholt 11/14/2016

__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. Vorholt's board service ends.
- (3) There is no expiration date.

Remarks:

POA on file.

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