Flynn William J Form 4 May 22, 2013

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

(City)

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* Flynn William J

2. Issuer Name and Ticker or Trading

Symbol

ATLAS AIR WORLDWIDE **HOLDINGS INC [AAWW]** 

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction

\_X\_\_ Director X\_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) 2000 WESTCHESTER AVENUE

(First)

(State)

05/20/2013

President & CEO

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PURCHASE, NY 10577

| (City)              | (State) (           | Zip) Table             | e I - Non-D | erivative Securities A               | cquired, Disposed               | of, or Beneficia           | lly Owned              |
|---------------------|---------------------|------------------------|-------------|--------------------------------------|---------------------------------|----------------------------|------------------------|
| 1.Title of          | 2. Transaction Date |                        | 3.          | 4. Securities                        | 5. Amount of                    | 6. Ownership               | 7. Nature of           |
| Security (Instr. 3) | (Month/Day/Year)    | Execution Date, if any | Code        | onAcquired (A) or<br>Disposed of (D) | Securities<br>Beneficially      | Form: Direct (D) or        | Indirect<br>Beneficial |
|                     |                     | (Month/Day/Year)       | (Instr. 8)  | (Instr. 3, 4 and 5)                  | Owned<br>Following              | Indirect (I)<br>(Instr. 4) | Ownership (Instr. 4)   |
|                     |                     |                        |             | (A)                                  | Reported                        | ,                          | · ·                    |
|                     |                     |                        |             | or                                   | Transaction(s) (Instr. 3 and 4) |                            |                        |

 $S^{(1)}$ 

Common

Stock, \$0.01 par

value

05/20/2013

Code V Amount (D) Price

D

5,000

\$ 46 178,773

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | and      | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate         | Amoun     | t of     | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly   | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit   | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3 | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |           |          |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |           |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |          |             |        |
|             |             |                     |                    |            |            |               |             |           | A manuat |             |        |
|             |             |                     |                    |            |            |               |             |           | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |           | Or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | Number   |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |             |           | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |           | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | Keiauonsnips |           |         |       |  |  |
|--------------------------------|--------------|-----------|---------|-------|--|--|
|                                | Director     | 10% Owner | Officer | Other |  |  |

Flynn William J 2000 WESTCHESTER AVENUE

X

President & CEO

PURCHASE, NY 10577

# **Signatures**

/s/ Michael W. Borkowski, as Attorney-in-Fact

05/22/2013

\*\*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 sale of shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.

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.

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