

Aircastle LTD
Form 4
August 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
EDENS WESLEY R

(Last) (First) (Middle)

C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Aircastle LTD [AYR]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2012

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Shares	08/10/2012		S	1,558,500	D \$ 11.4	421,217	I	Fortress Investment Fund III Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012		D	421,217	D \$ 11.4	0	I	Fortress Investment Fund III Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012		S	1,558,499	D \$ 11.4	421,217	I	Fortress Investment Fund III Sub

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Common Shares	08/10/2012	D	421,217	D	\$ 11.4	0	I	Two LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> Fortress Investment Fund III Sub Two LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	S	1,332,544	D	\$ 11.4	360,147	I	Fortress Investment Fund III (Fund B) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	D	360,147	D	\$ 11.4	0	I	Fortress Investment Fund III (Fund B) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	S	1,332,544	D	\$ 11.4	360,147	I	Fortress Investment Fund III (Fund B) Sub Two LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	D	360,147	D	\$ 11.4	0	I	Fortress Investment Fund III (Fund B) Sub Two LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	S	557,293	D	\$ 11.4	150,620	I	Fortress Investment Fund III (Fund C) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	D	150,620	D	\$ 11.4	0	I	Fortress Investment Fund III (Fund C) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	S	1,279,105	D	\$ 11.4	345,704	I	Fortress Investment Fund III (Fund D) Sub Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012	D	345,704	D	\$ 11.4	0	I	Fortress Investment Fund III (Fund D) Sub Ltd. <u>(1)</u>

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Common Shares	08/10/2012	S	89,848	D	\$ 11.4	24,283	I	(2) (3) Fortress Investment Fund III (Fund E) Sub Ltd. (1) (2) (3)
Common Shares	08/10/2012	D	24,283	D	\$ 11.4	0	I	Fortress Investment Fund III (Fund E) Sub Ltd. (1) (2) (3)
Common Shares	08/10/2012	S	262,085	D	\$ 11.4	70,834	I	Fortress Investment Fund III (Coinvestment Fund A) Sub LLC (1) (2) (3)
Common Shares	08/10/2012	D	70,834	D	\$ 11.4	0	I	Fortress Investment Fund III (Coinvestment Fund A) Sub LLC (1) (2) (3)
Common Shares	08/10/2012	S	514,902	D	\$ 11.4	139,163	I	Fortress Investment Fund III (Coinvestment Fund B) Sub LLC (1) (2) (3)
Common Shares	08/10/2012	D	139,163	D	\$ 11.4	0	I	Fortress Investment Fund III (Coinvestment Fund B) Sub LLC (1) (2) (3)
Common Shares	08/10/2012	S	132,615	D	\$ 11.4	35,842	I	Fortress Investment Fund III (Coinvestment Fund C) Sub LLC (1) (2) (3)
Common Shares	08/10/2012	D	35,842	D	\$ 11.4	0	I	Fortress Investment Fund III (Coinvestment Fund C) Sub LLC (1) (2) (3)

Common Shares	08/10/2012		S	632,065	D	\$ 11.4	170,828	I	Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Shares	08/10/2012		D	170,828	D	\$ 11.4	0	I	Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

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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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDENS WESLEY R
C/O FORTRESS INVESTMENT GROUP LLC
1345 AVENUE OF THE AMERICAS, 46TH FLOOR
NEW YORK, NY 10105

X

Signatures

/s/ Wesley R.
Edens

08/10/2012

__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) Fortress Fund III GP LLC ("FF III GP LLC") is the general partner, and FIG LLC is the investment advisor, of each of Fortress Investment Fund III LP ("FIF III LP"), Fortress Investment Fund III (Fund B) LP ("FIF III Fund B LP"), Fortress Investment Fund III (Fund C) LP ("FIF III Fund C LP"), Fortress Investment Fund III (Fund D) L.P. ("FIF III Fund D L.P."), Fortress Investment Fund III (Fund E) L.P. ("FIF III Fund E L.P."), Fortress Investment Fund III (Coinvestment Fund A) LP ("FIF III Coinvest Fund A LP"), Fortress Investment Fund III (Coinvestment Fund B) LP ("FIF III Coinvest Fund B LP"), Fortress Investment Fund III (Coinvestment Fund C) LP ("FIF III Coinvest Fund C LP"), and Fortress Investment Fund III (Coinvestment Fund D) L.P. ("FIF III Coinvest Fund D L.P.").

(2) (continued from previous footnote) FIF III LP is the sole member each of Fortress Investment Fund III Sub LLC and Fortress Investment Fund III Sub Two LLC. FIF III Fund B LP is the sole member of each of Fortress Investment Fund III (Fund B) Sub LLC and Fortress Investment Fund III (Fund B) Sub Two LLC. FIF III Fund C LP is the sole member of Fortress Investment Fund III (Fund C) Sub LLC. FIF III Fund D L.P. is the sole member of Fortress Investment Fund III (Fund D) Sub Ltd. FIF III Fund E L.P. is the sole member of Fortress Investment Fund III (Fund E) Sub Ltd. FIF III Coinvest Fund A LP is the sole member of Fortress Investment Fund III (Coinvestment Fund A) Sub LLC.

(3) (continued from previous footnote) FIF III Coinvest Fund B LP is the sole member of Fortress Investment Fund III (Coinvestment Fund B) Sub LLC. FIF III Coinvest Fund C LP is the sole member of Fortress Investment Fund III (Coinvestment Fund C) Sub LLC and FIF III Coinvest Fund D L.P. is the sole member of Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd. The sole managing member of FF III GP LLC is Fortress Investment Fund GP (Holdings) LLC. The sole managing member of Fortress Investment Fund GP (Holdings) LLC is Fortress Operating Entity I LP ("FOE I"). FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is wholly-owned by Fortress Investment Group LLC.

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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