Edgar Filing: BERNLOHR TIMOTHY J - Form 4

| BERNLOF Form 4 June 20, 20 | HR TIMOTHY J | | | | | | | | | | | | |
|---|---|---|--|---|---|--|---|---|--|---|-------------------|---|--------------|
| FOR | M 4 _{UNITED} | STATES | | RITIES shington | | | | NGE | E COMMISSIO | N OM | | APPROVA 3235 | AL 5-0287 |
| if no lo subject Section Form 4 Form 5 obligat may co | to STATEN 16. for Filed pur | ection 1 ublic U | NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Section Investment Company Act of 1940 | | | | | | F Estin burc resp | Estimated average burden hours per response 0.5 | | 2005 | |
| (Print or Typ | e Responses) | | | | | | | | | | | | |
| 1. Name and BERNLO | : | 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) | | | | | | |
| (1 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/16/2011 | | | | X_ Director10% Owner Officer (give titleOther (specify below)below) | | | | | |
| PURCHA | | 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) | Tab | ole I - Non | 1-De | rivative | Securi | ties A | Acquired, Disposed | l of, or Be | eneficia | ally Owne | ed |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution I any (Month/Day | Date, if | 3. Transacti Code (Instr. 8) Code V | ionA E (] | Disposed Instr. 3, 4 | (A) or of (D) 4 and 5) (A) or |) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Owne Form: E (D) or In (I) (Instr. 4 | Direct ndirect | 7. Natur Indirect Benefici Ownersl (Instr. 4) | ial hip |
| Reminder: R | eport on a separate line | e for each clas | ss of sec | | | eially ow Perso inforn requii | ned dire ns wh nation red to r | ectly o o res cont respo | or indirectly. spond to the coll tained in this for ond unless the fo ntly valid OMB c | m are no orm | | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of 8 |
|-------------|-------------|---------------------|--------------------|------------|----------------|-------------------------|--------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | nof Derivative | Expiration Date | Underlying Securities E |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) S |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 |)] (| Acquired (A) or Disposed (D) (Instr. 3, and 5) | d of | | | | |
|------------------------------|------------------------------------|------------|------------------|-----------|-------------|---|------|---------------------|--------------------|-----------------|--|
| | | | | Code Y | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 06/16/2011 | | А | | 1,773 | | (2) | (2) | Common Stock | 1,773 |
| Restricted Stock Units | <u>(3)</u> | 06/16/2011 | | A | | 2,000 | | (3) | 06/16/2015 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | | |
|---|----------|------------|---------|-------|------------|
| | Director | 10% Owner | Officer | Other | |
| BERNLOHR TIMOTHY J 2000 WESTCHESTER AVEUNE PURCHASE, NY 10577 | Х | | | | |
| Signatures | | | | | |
| /s/Michael W. Borkowski Michael Attorney-in-Fact | W. Borko | owski, as | | | 06/20/2011 |

**Signature of 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).
- (1) Upon vesting, the Reporting Person is entitled to receive one share of Common Stock for each restricted stock unit.

The units vest in their entirety on the first to occur of the following: (i) the first anniversary of the Date of Grant; (ii) the day immediately preceding the date of the annual meeting of stockholders of the Company occurring in 2012; the day immediately preceding the Reporting

- (2) Person's death; the day immediately preceding the date of termination of the Reporting Person's service on the Board by reason of disability (as defined); or a Change in Control of the Company (as defined). Share payouts will be made as soon as practicable after vesting of the Restricted Stock Units.
- The award vests in four equal annual installments beginning on the first anniversary of the date of grant. Each unit will become vested on (3) the basis of one restricted stock unit to one share of the Company's common stock.

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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Date