

AVIALL INC
Form 4
April 25, 2005

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 *
QUINN JAMES T

(Last) (First) (Middle)
2750 REGENT BLVD.
(Street)

DFW AIRPORT, TX 75261

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AVIALL INC [AVL]

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2005

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)
Sr. VP of Sales and Marketing

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 or Price | | |
| Common Stock | 04/22/2005 | | M | | 5,000 A \$ 8.125 | 36,514 | D |
| Common Stock | 04/22/2005 | | M | | 16,667 A \$ 8.9375 | 53,181 | D |
| Common Stock | 04/22/2005 | | M | | 7,260 A \$ 7.46 | 60,441 | D |
| Common Stock | 04/22/2005 | | M | | 1,945 A \$ 7.46 | 62,386 | D |
| Common Stock | 04/22/2005 | | S | | 1,400 D \$ 29.41 | 60,986 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 04/22/2005 | S | 100 | D | \$ 29.42 | 60,886 | D |
| Common Stock | 04/22/2005 | S | 1,100 | D | \$ 29.9 | 59,786 | D |
| Common Stock | 04/22/2005 | S | 2,300 | D | \$ 30 | 57,486 | D |
| Common Stock | 04/22/2005 | S | 2,900 | D | \$ 30.01 | 54,586 | D |
| Common Stock | 04/22/2005 | S | 4,100 | D | \$ 30.02 | 50,486 | D |
| Common Stock | 04/22/2005 | S | 1,800 | D | \$ 30.03 | 48,686 | D |
| Common Stock | 04/22/2005 | S | 3,000 | D | \$ 30.04 | 45,686 | D |
| Common Stock | 04/22/2005 | S | 3,800 | D | \$ 30.05 | 41,886 | D |
| Common Stock | 04/22/2005 | S | 400 | D | \$ 30.06 | 41,486 | D |
| Common Stock | 04/22/2005 | S | 1,500 | D | \$ 30.07 | 39,986 | D |
| Common Stock | 04/22/2005 | S | 700 | D | \$ 30.09 | 39,286 | D |
| Common Stock | 04/22/2005 | S | 200 | D | \$ 30.1 | 39,086 | D |
| Common Stock | 04/22/2005 | S | 1,100 | D | \$ 30.11 | 37,986 | D |
| Common Stock | 04/22/2005 | S | 300 | D | \$ 30.14 | 37,686 | D |
| Common Stock | 04/22/2005 | S | 1,600 | D | \$ 30.15 | 36,086 | D |
| Common Stock | 04/22/2005 | S | 600 | D | \$ 30.17 | 35,486 | D |
| Common Stock | 04/22/2005 | S | 1,400 | D | \$ 30.18 | 34,086 | D |
| Common Stock | 04/22/2005 | S | 372 | D | \$ 30.19 | 33,714 | D |
| Common Stock | 04/22/2005 | S | 700 | D | \$ 30.21 | 33,014 | D |
| Common Stock | 04/22/2005 | S | 900 | D | \$ 30.26 | 32,114 | D |
| | 04/22/2005 | S | 600 | D | \$ 30.56 | 31,514 | D |

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Common
Stock

Common
Stock

650.88

I

401(k)
Plan

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

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(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) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|----------------------------|--------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 8.125 | 04/22/2005 | | M | | 5,000 | | <u>(1)</u> | 03/14/2006 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 8.9375 | 04/22/2005 | | M | | 16,667 | | <u>(3)</u> | 03/14/2010 | Common Stock | 16,667 |
| Employee Stock Option (right to buy) | \$ 7.46 | 04/22/2005 | | M | | 7,260 | | 01/30/2004 | 01/30/2009 | Common Stock | 7,260 |
| Employee Stock Option (right to buy) | \$ 7.46 | 04/22/2005 | | M | | 1,945 | | 01/30/2005 | 01/30/2010 | Common Stock | 1,945 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| QUINN JAMES T 2750 REGENT BLVD. DFW AIRPORT, TX 75261 | | | Sr. VP of Sales and Marketing | |

Signatures

/s/ R. Sean Elliott, attorney-in-fact for James T.
Quinn

04/25/2005

__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) 1,650 options vested on 3/15/1997, 1,650 options vested on 3/15/1998 and 1,700 options vested on 3/15/1999
- (2) Not Applicable
- (3) 8,334 options vested on 3/14/2001, and 8,333 options vested on 3/14/2002

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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