

Aircastle LTD  
Form 4  
March 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
Fortress Investment Group LLC

(Last) (First) (Middle)

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)  
03/12/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/12/2012		S		842,432	D	\$ 12.9	1,979,717	I	Fortress Investment Fund III Sub LLC (1) (2) (3) (4)
Common Shares	03/12/2012		S		842,432	D	\$ 12.9	1,979,716	I	Fortress Investment Fund III Sub Two LLC (1) (2) (3) (4)
Common Shares	03/12/2012		S		720,294	D	\$ 12.9	1,692,691	I	Fortress Investment

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Common Shares	03/12/2012	S	720,294	D	\$ 12.9	1,692,691	I	Fund III (Fund B) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> Fortress Investment Fund III (Fund B) Sub Two LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	301,239	D	\$ 12.9	707,913	I	Fortress Investment Fund III (Fund C) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	691,408	D	\$ 12.9	1,624,809	I	Fortress Investment Fund III (Fund D) Sub Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	48,567	D	\$ 12.9	114,131	I	Fortress Investment Fund III (Fund E) Sub Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	141,668	D	\$ 12.9	332,919	I	Fortress Investment Fund III (Coinvestment Fund A) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	278,325	D	\$ 12.9	654,065	I	Fortress Investment Fund III (Coinvestment Fund B) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	71,684	D	\$ 12.9	168,457	I	Fortress Investment Fund III (Coinvestment Fund C) Sub LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Shares	03/12/2012	S	341,657	D	\$ 12.9	802,893	I	Fortress Investment

Fund III  
(Coinvestment  
Fund D) Sub  
Ltd. (1) (2) (3) (4)

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

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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 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 Owned Following Reporting Transaction (Instr. 5)
				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
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FORTRESS FUND III GP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105		X		
FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR		X		

