

Air Transport Services Group, Inc.
 Form 4
 May 13, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
VORHOLT JEFFREY J

2. Issuer Name and Ticker or Trading Symbol
**Air Transport Services Group, Inc.
 [ATSG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/12/2014

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

C/O AIR TRANSPORT SERVICES GROUP, INC., 145 HUNTER DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WILMINGTON, OH 45177

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	05/12/2014		S	808 D \$ 9.23	72,152	D	
Common Stock	05/12/2014		S	1,000 D \$ 9.24	71,152	D	
Common Stock	05/12/2014		S	500 D \$ 9.25	70,652	D	
Common Stock	05/12/2014		S	1,100 D \$ 9.26	69,552	D	
	05/12/2014		S	300 D	69,252	D	

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Common Stock						\$ 9.27		
Common Stock	05/12/2014	S	400	D	\$ 9.28	68,852	D	
Common Stock	05/12/2014	S	400	D	\$ 9.29	68,452	D	
Common Stock	05/12/2014	S	1,227	D	\$ 9.3	67,225	D	
Common Stock	05/12/2014	S	525	D	\$ 9.31	66,700	D	
Common Stock	05/12/2014	S	100	D	\$ 9.32	66,600	D	
Common Stock	05/12/2014	S	1,500	D	\$ 9.34	65,100	D	
Common Stock	05/12/2014	S	300	D	\$ 9.35	64,800	D	
Common Stock	05/12/2014	S	100	D	\$ 9.36	64,700	D	
Common Stock	05/12/2014	S	1,000	D	\$ 9.37	63,700	D	
Common Stock	05/12/2014	S	246	D	\$ 9.38	63,454	D	
Common Stock	05/12/2014	S	1,000	D	\$ 9.39	62,454	D	
Common Stock	05/12/2014	S	903	D	\$ 9.4	61,551	D	
Common Stock	05/12/2014	S	600	D	\$ 9.41	60,951	D	
Common Stock	05/12/2014	S	600	D	\$ 9.42	60,351	D	
Common Stock	05/12/2014	S	1,500	D	\$ 9.43	58,851	D	
Common Stock	05/12/2014	S	200	D	\$ 9.44	58,651	D	
Common Stock	05/12/2014	S	900	D	\$ 9.45	57,751	D	
Common Stock	05/12/2014	S	700	D	\$ 9.46	57,051	D	
Common Stock	05/12/2014	S	1,830	D	\$ 9.47	55,221	D	
	05/12/2014	S	1,000	D		54,221	D	

WILMINGTON, OH 45177

Signatures

W. Joseph Payne for: Jeffrey J.
Vorholt

05/13/2014

__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) Mr. Vorholt disclaims beneficial ownership of these shares except to the extent of any pecuniary interest.
 - (2) The restricted stock units will be exchanged for common stock on a one-for-one basis.
 - (3) The units will not be settled until Mr. Vorholt's board service ends.
 - (4) There is no expiration date.

Remarks:

POA on file.

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.