

Air Transport Services Group, Inc.  
 Form 4  
 December 23, 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 \*  
**HETE JOSEPH C**

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)  
**12/22/2014**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**President & CEO**

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 12/22/2014                           |  | S                              | 1,800 (1) D   | \$ 8.5  | 715,167  | D                                 |
| Common Stock                    | 12/22/2014                           |  | S                              | 400 (1) D   | \$ 8.51   | 714,767  | D                                 |
| Common Stock                    | 12/22/2014                           |  | S                              | 100 (1) D   | \$ 8.52   | 714,667  | D                                 |
| Common Stock                    | 12/22/2014                           |  | S                              | 900 (1) D   | \$ 8.53   | 713,767  | D                                 |
|                                 | 12/22/2014                           |  | S                              | 100 (1) D   |   | 713,667  | D                                 |

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|              |            |  |   |                |   |         |         |   |
|--------------|------------|--|---|----------------|---|---------|---------|---|
| Common Stock |            |  |   |                |   | \$ 8.55 |         |   |
| Common Stock | 12/22/2014 |  | S | 400 <u>(1)</u> | D | \$ 8.57 | 713,267 | D |
| Common Stock | 12/22/2014 |  | S | 200 <u>(1)</u> | D | \$ 8.63 | 713,067 | D |
| Common Stock | 12/22/2014 |  | S | 300 <u>(1)</u> | D | \$ 8.64 | 712,767 | D |
| Common Stock | 12/22/2014 |  | S | 100 <u>(1)</u> | D | \$ 8.67 | 712,667 | D |
| Common Stock | 12/22/2014 |  | S | 200 <u>(1)</u> | D | \$ 8.68 | 712,467 | D |
| Common Stock | 12/22/2014 |  | S | 200 <u>(1)</u> | D | \$ 8.7  | 712,267 | D |
| Common Stock | 12/22/2014 |  | S | 100 <u>(1)</u> | D | \$ 8.71 | 712,167 | D |
| Common Stock | 12/22/2014 |  | S | 200 <u>(1)</u> | D | \$ 8.72 | 711,967 | D |

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) | 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 |
| HETE JOSEPH C<br>C/O AIR TRANSPORT SERVICES GROUP, INC.<br>145 HUNTER DRIVE<br>WILMINGTON, OH 45177 |               |           | President<br>& CEO |       |

## Signatures

W. Joseph Payne for: Joseph  
C. Hete 12/23/2014  
\_\_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) The transaction was effected by the Reporting Person pursuant to a Rule 10b-5(1) sales plan, adopted on June 13, 2014.

### 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.