AAR CORP
Form 4
December 04, 2002

1. Name and Address of Reporting Person
   Goodwin, James E.
   1100 N. Wood Dale Road
   Wood Dale, IL 60191-
2. Issuer Name and Ticker or Trading Symbol
   AAR CORP. (AIR)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
   12/04/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   (X) Director ( ) 10% Owner
   ( ) Officer (give title below) ( ) Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
   (X) 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 | 2. Transaction Date (Month/Day/Year) | 2A. Execution Date (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amo Securi Benefi Owned Follow Report Transa |
|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | A/D | Price | |
| Common Stock | | | | | | | | 2000 |

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Deriv- ative Security | 3. Transaction Date (Month/Day/Year) | 3A. Execution Date (Month/Day/Year) | 4. Transaction Code | | 5. Number of Derivative Securities Acquired(A) Disposed(D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | $5.48 | 12/02/2002 | | A | | 1278 | | 12/02/2002 | 09/30/2018 | Common | 1278 |