

AVIALL INC  
Form 4  
September 22, 2006

**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 \*  
COHEN COLIN M

(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)  
09/20/2006

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)  
Senior Vice President and CFO

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 (A) or (D) Price			
Common Stock	09/20/2006		D	6,048 D (1) 0		D (1)	
Common Stock	09/20/2006		D	4,624 D (2) 0		D	
Common Stock	09/20/2006		D	3,612 D (3) 0		D	
Common Stock	09/20/2006		D	2,845 D (4) 0		D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 32.43	09/20/2006		D	16,200	(5) (5)	Common Stock 16,200
Employee Stock Option (right to buy)	\$ 8.85	09/20/2006		D	1,901	(6) 10/29/2008	Common Stock 1,901
Employee Stock Option (right to buy)	\$ 8.85	09/20/2006		D	11,299	(7) 10/29/2008	Common Stock 11,299
Employee Stock Option (right to buy)	\$ 8.85	09/20/2006		D	1,901	(8) 10/29/2009	Common Stock 1,901
Employee Stock Option (right to buy)	\$ 8.85	09/20/2006		D	11,299	(9) 10/29/2009	Common Stock 11,299
Employee Stock Option (right to buy)	\$ 8.85	09/20/2006		D	2,301	(10) 10/29/2010	Common Stock 2,301
Employee Stock Option (right to buy)	\$ 8.85	09/20/2006		D	11,299	(11) 10/29/2010	Common Stock 11,299
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	3,960	(12) 01/30/2009	Common Stock 3,960
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	3,960	(13) 01/30/2010	Common Stock 3,960

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Employee Stock Option (right to buy)	\$ 7.46	09/20/2006	D	4,080	<u>(14)</u>	01/30/2011	Common Stock	4,080
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006	D	5,313	<u>(15)</u>	01/28/2010	Common Stock	5,313
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006	D	854	<u>(16)</u>	01/28/2011	Common Stock	854
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006	D	4,459	<u>(17)</u>	01/28/2011	Common Stock	4,459
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006	D	5,474	<u>(18)</u>	01/28/2012	Common Stock	5,474
Employee Stock Option (right to buy)	\$ 22.7	09/20/2006	D	6,270	<u>(19)</u>	01/27/2011	Common Stock	6,270
Employee Stock Option (right to buy)	\$ 22.7	09/20/2006	D	6,270	<u>(20)</u>	01/27/2012	Common Stock	6,270
Employee Stock Option (right to buy)	\$ 22.7	09/20/2006	D	6,460	<u>(21)</u>	01/27/2013	Common Stock	6,460

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN COLIN M 2750 REGENT BLVD. DFW AIRPORT, TX 75261			Senior Vice President and CFO	

## Signatures

/s/ R. Sean Elliott, Attorney-in-Fact for Colin M. Cohen

09/21/2006

\_\_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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of April 30, 2006, by and among The Boeing Company ("Boeing"), Boeing-Avenger, Inc. and Aviall, Inc. (the "Merger Agreement") in exchange for a cash payment of \$290,304, or \$48.00 per share. Includes 750 shares of common stock held by Mr. Cohen as custodian for his daughter under the Uniform Gift to Minors Act.

(2)

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Represents restricted stock units granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan, which were granted on January 28, 2004 and provided for vesting on January 27, 2007, that were disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$221,952, or \$48.00 per share.

- (3) Represents restricted stock units granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan, which were granted on January 27, 2005 and provided for vesting on January 26, 2008, that were disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$173,376, or \$48.00 per share.

- (4) Represents restricted stock units granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan, which were granted on January 26, 2006 and provided for vesting on January 25, 2009, that were disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$130,870, or \$48.00 per share.

- (5) The Stock Appreciation Rights, which were granted on January 26, 2006 and provided for vesting as follows: vesting as to 5,346 shares on January 26, 2007 and expiring with respect to those shares on January 26, 2012; vesting as to 5,346 shares on January 26, 2008 and expiring with respect to those shares on January 26, 2013; and vesting as to 5,508 shares on January 26, 2009 and expiring with respect to those shares on January 26, 2014, were all cancelled immediately prior to the effective time of the merger in exchange for stock appreciation rights of Boeing, equal to the product of the number of cancelled Aviall, Inc. stock appreciation rights and the quotient obtained by dividing \$48.00 by the closing price of a share of Boeing common stock listed on the New York Stock Exchange for the last trading day that preceded the effective time of the merger.

- (6) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on October 29, 2003, was cancelled in the merger in exchange for a cash payment of approximately \$74,424, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (7) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on October 29, 2003, was cancelled in the merger in exchange for a cash payment of approximately \$442,356, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (8) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on October 29, 2004, was cancelled in the merger in exchange for a cash payment of approximately \$74,424, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (9) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on October 29, 2004, was cancelled in the merger in exchange for a cash payment of approximately \$442,356, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (10) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on October 29, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$90,084, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (11) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on October 29, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$90,084, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (12) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 30, 2004, was cancelled in the merger in exchange for a cash payment of approximately \$160,538, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (13) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 30, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$160,538, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (14) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 30, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$165,403, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (15) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 28, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$172,141, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (16) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 28, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$27,670, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

- (17) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 28, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$27,670, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

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(18) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 28, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$27,670, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

(19) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 27, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$158,631, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

(20) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 27, 2007, was cancelled in the merger in exchange for a cash payment of approximately \$158,631, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

(21) This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 27, 2008, was cancelled in the merger in exchange for a cash payment of approximately \$163,438, which is equal to the excess of \$48.00 per share over the per share exercise price subject to such option.

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.