

Edgar Filing: MATHENY JAMES T - Form 4

MATHENY JAMES T
Form 4
August 31, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Matheny	James	T.
-----	-----	-----
(Last)	(First)	(Middle)
538 Commons Drive		

Golden	(Street) CO	80401
-----	-----	-----
(City)	(State)	(Zip)

Atlas Air Worldwide Holding Inc. -- CGO

2. Issuer Name and Ticker or Trading Symbol

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

August 2001

4. Statement for Month/Year

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below) President and Chief Operating Officer	<input type="checkbox"/> Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person

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[] 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 (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price (A) (D)

* If the Form is filed by more than one Reporting Person, see Instruction 4(b) (v).

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

(Print or Type Response) (Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Common Stock Option	14.85	8/02/01	J A		8/2/03- 8/2/06 (1)	8/2/11 Common Stock 28,125
Common Stock Option	14.85	8/02/01	J A		8/2/03- 8/2/06 (2)	8/2/11 Common Stock 28,125
Common Stock Option	14.85	8/02/01	J A		8/2/02- 8/2/07 (3)	8/2/11 Common Stock 28,125

Explanation of Responses:

Table II. Item 4. Transaction Code "J"- Option Grant.
 Table II. (1) Vest 25% per year from 8/2/03-8/02/06.
 Table II. (2) Vest 25% per year from 8/2/04-8/2/07.
 Table II. (3) Vest 20% per year from 8/2/02-8/02/07.

/s/James T. Matheny

8/30/01

**Signature of Reporting Person

Date

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

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