

AVIALL INC  
Form 4  
September 22, 2006

**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 \*  
FULCHINO PAUL E

(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)  
Chairman, President and CEO

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)
				(A) or (D) Price			
Common Stock	09/20/2006		D	200,524	D (1) 0	D	
Common Stock	09/20/2006		D	9,233	D (2) 0	D	
Common Stock	09/20/2006		D	7,544	D (3) 0	D	
Common Stock	09/20/2006		D	5,723	D (4) 0	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Appreciation Right	\$ 32.43	09/20/2006		D		290,000		(5)(6)	(5)(6)	Common Stock	290,000
Employee Stock Option (right to buy)	\$ 6.1875	09/20/2006		D		76,517		(7)	01/19/2011	Common Stock	76,517
Employee Stock Option (right to buy)	\$ 7.1	09/20/2006		D		110,916		(8)	01/29/2012	Common Stock	110,916
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D		36,300		(9)	01/30/2009	Common Stock	36,300
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D		36,300		(10)	01/30/2010	Common Stock	36,300
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D		23,996		(11)	01/30/2011	Common Stock	23,996
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D		29,040		(12)	01/30/2010	Common Stock	29,040
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D		29,040		(13)	01/30/2011	Common Stock	29,040
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D		29,920		(14)	01/30/2012	Common Stock	29,920
Employee Stock Option	\$ 22.7	09/20/2006		D		33,000		(15)	01/27/2012	Common Stock	33,000



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This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting as follows: vesting as to 25,089 shares on January 19, 2002; vesting as to 25,089 shares on January 19, 2003; and vesting as to 26,339 shares on January 19, 2004, was cancelled in the merger in exchange for a cash payment of approximately \$3,199,367, 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 as follows: vesting as to 41,250 shares on January 29, 2003; vesting as to 41,250 shares on January 29, 2004; and vesting as to 28,416 shares on January 29, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$4,536,464, 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 January 30, 2004, was cancelled in the merger in exchange for a cash payment of approximately \$1,471,602, 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 January 30, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$1,471,602, 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 January 30, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$972,798, 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 28, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$940,896, 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 28, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$940,896, 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 28, 2007, was cancelled in the merger in exchange for a cash payment of approximately \$969,408, 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 27, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$834,900, 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 27, 2007, was cancelled in the merger in exchange for a cash payment of approximately \$834,900, 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 27, 2008, was cancelled in the merger in exchange for a cash payment of approximately \$860,200, 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.

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