

LANE RONALD A
Form 4
December 15, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANE RONALD A

(Last) (First) (Middle)

C/O ATLAS AIR INC., 2000
WESTCHESTER AVENUE

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ATLAS AIR WORLDWIDE
HOLDINGS INC [AAWW]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP & CMO

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	12/13/2006		M		3,500	A	\$ 16.7 33,662
Common Stock, \$.01 par value	12/13/2006		S		3,500	D	\$ 45.6 30,162
Common Stock, \$.01 par value	12/13/2006		S		1,300	D	\$ 45.71 28,862
Common Stock, \$.01 par value	12/13/2006		S		700	D	\$ 28,162

Edgar Filing: LANE RONALD A - Form 4

Stock, \$.01 par value					45.61		
Common Stock, \$.01 par value	12/13/2006	S	681	D	\$ 45.75	27,481	D
Common Stock, \$.01 par value	12/13/2006	S	600	D	\$ 45.62	26,881	D
Common Stock, \$.01 par value	12/13/2006	S	600	D	\$ 45.56	26,281	D
Common Stock, \$.01 par value	12/13/2006	S	500	D	\$ 45.51	25,781	D
Common Stock, \$.01 par value	12/13/2006	S	400	D	\$ 45.76	25,381	D
Common Stock, \$.01 par value	12/13/2006	S	400	D	\$ 45.64	24,981	D
Common Stock, \$.01 par value	12/13/2006	S	400	D	\$ 45.6	24,581	D
Common Stock, \$.01 par value	12/13/2006	S	300	D	\$ 45.7	24,281	D
Common Stock, \$.01 par value	12/13/2006	S	300	D	\$ 45.72	23,981	D
Common Stock, \$.01 par value	12/13/2006	S	300	D	\$ 45.57	23,681	D
Common Stock, \$.01 par value	12/13/2006	S	300	D	\$ 45.58	23,381	D
Common Stock, \$.01 par value	12/13/2006	S	300	D	\$ 45.52	23,081	D
Common Stock, \$.01 par value	12/13/2006	S	200	D	\$ 45.66	22,881	D
Common Stock, \$.01 par value	12/13/2006	S	200	D	\$ 45.59	22,681	D

Edgar Filing: LANE RONALD A - Form 4

Common Stock, \$.01 par value	12/13/2006	S	200	D	\$ 45.53	22,481	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.74	22,381	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.73	22,281	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.69	22,181	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.65	22,081	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.63	21,981	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.55	21,881	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.54	21,781	D
Common Stock, \$.01 par value	12/13/2006	S	100	D	\$ 45.77	21,681	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

										Number of Shares
Employee Stock Option (right to buy)	\$ 16.7	12/13/2006	M	3,500	(1)	08/11/2011	Common Stock	3,500		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANE RONALD A C/O ATLAS AIR INC. 2000 WESTCHESTER AVENUE PURCHASE, NY 10577			Senior VP & CMO	

Signatures

/s/ Michael W. Borkowski, as
Attorney-in-Fact

12/14/2006

__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) Of the 24,900 shares remaining under option, 15,433 shares are currently exercisable and 9,467 shares vest on July 27,2007.

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.