ALLEN WILLIAM S Form 4 September 06, 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

	Sect	ion 30(f) of the	Investmen	t Company	Act of 19	40
[_]				on 16. Fc	orm 4 or Fo	rm 5 obligations
Section 30(f) of the Investment Company Act of 1940 [_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligation may continue. See Instruction 1(b). 1. Name and Address of Reporting Person* Allen William (Last) (First) (Middle) 538 Commons Drive (Street) Golden 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) [_] Director [_] 10% Owner [_] Other (specify below)						
	Allen	Willia				
	(Last)					
538						
	Golden	CO			80401	
	 (City)		(State)		(Zip)	
Atl	as Air Worldwide	Holding Inc	CGO			
2.	Issuer Name an	d Ticker or Trad	ing Symbol			
	TD0 T1 + 'C'					(77 7
		tion Number of R	eporting P	erson, 11	an Entity	(Voluntary)
Aug	ust 2001					
4.	Statement for	Month/Year				
5.	If Amendment,	Date of Original	(Month/Ye	ar)		
6.			on to Issu	er		
	[x] Officer (give title below e President-Huma		[_] Ot		fy below)
7.	Individual or	Joint/Group Fili:	ng (Check	applicabl	e line)	

[x] Form filed by one Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed of (D) Transaction (Instr. 3, 4 and 5) 2. Code 1. Transaction (Instr. 8) (A) Title of Security Date	[_] Form filed by more than one	Reporting Per	rson			
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed of (D) Transaction (Instr. 8) (A) Total (Instr. 3) (Mm/dd/yy) Code V (D) Transaction (Instr. 3) (Mm/dd/yy) Code V (D) * If the Form is filed by more than one Reporting Person, see Instruction						
4. Securities Acquired (A) or 3. Disposed of (D) Transaction (Instr. 3, 4 and 5) 2. Code 1. Transaction (Instr. 8) (A) Title of Security Date (Instr. 3) (mm/dd/yy) Code V (D) * If the Form is filed by more than one Reporting Person, see Instruction	Table I Non-Derivative	==				
Securities Acquired (A) or Disposed of (D) Transaction (Instr. 3, 4 and 5)		=========		========	==	
Title of Security (Instr. 3) Date ————————————————————————————————————			Transaction Code	Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		
* If the Form is filed by more than one Reporting Person, see Instruction	Title of Security	Date		11110 0110	or	Price
* If the Form is filed by more than one Reporting Person, see Instruction	(111301. 3)	(mmi/ dd/ yy)			(D)	
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	_	n one Report:	ing Person,	see Instructi	on	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			of securitie	s beneficially		
(Print or Type Response) (Over)	(Print or	Type Response	≘)	(Ove	r)	
FORM 4 (continued)	FORM 4 (continued)					
Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)						

Conver- sion or Exer- cise Price	3.	con Code (Instr. ath/ 8)	or Disposed of (D) (Instr. 3,		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira-		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
of Deriv- ative	action Date (Month/							Amount or Number	
Secur- ity	ur- Day/		(A)	(D)	Exer-	tion		of Shares	
14.85	8/02/01	J	А				1 Common Stock	15,000	
14.85	8/02/01	J	А				1 Common Stock	15,000	
	sion or Exer- cise Price of Deriv- ative Secur- ity	sion or Exer- cise 3. Price Trans- of action Deriv- Date ative (Month/ Secur- Day/ ity Year) 14.85 8/02/01	sion or Exer- cise 3. Trans- Price Trans- action of action Code Deriv- Date (Instr. ative (Month/ 8) Secur- Day/ ity Year) Code V	sion or Deriva Exer- 4. Securi cise 3. Trans- Acquin Price Trans- action or Dis of action Code of (D) Deriv- Date (Instr. (Instrative (Month/8) 4 and Secur- Day/ ity Year) Code V (A)	sion or Derivative Exer- 4. Securities cise 3. Trans- Acquired (A) Price Trans- action or Disposed of action Code of (D) Deriv- Date (Instr. (Instr. 3, ative (Month/ 8) 4 and 5) Secur- Day/ ity Year) Code V (A) (D)	sion Number of or Derivative 6. Exer- 4. Securities Date cise 3. Trans- Acquired (A) Exercisa Price Trans- action or Disposed Expirati of action Code of (D) (Month/D Deriv- Date (Instr. (Instr. 3, ative (Month/ 8) 4 and 5) Date Secur- Day/ Exer- ity Year) Code V (A) (D) cisable 14.85 8/02/01 J A 8/02/04-	sion or Derivative 6. Exer- d. Securities Date cise 3. Trans- Acquired (A) Exercisable and Price Trans- action or Disposed Expiration Date of action Code of (D) (Month/Day/Year) Deriv- Date (Instr. (Instr. 3, ative (Month/ 8) 4 and 5) Date Expira- Secur- Day/ Exer- tion ity Year) Code V (A) (D) cisable Date	sion Number of Title and of Underly Exer- 4. Securities Date Securities cise 3. Trans- Acquired (A) Exercisable and (Instr. 3 (Instr. 3 Price Trans- action or Disposed Expiration Date of action Code of (D) (Month/Day/Year) (Month/Day/Year) Deriv- Date (Instr. (Instr. 3, ative (Month/ 8) A and 5) Date Expira- Exer- tion ity Year) Exer- tion ity Year) Code V (A) (D) Cisable Date Title 14.85 8/02/01 J A 8/02/03- 8/02/11 Common 8/02/06(1) 14.85 8/02/01 J A 8/02/04- 8/02/11 Common	

Table II. (1) Vest 25% per year from -8/2/03-8/2/06 Table II. (2) Vest 25% per year from 8/2/04-8/2/07.

/s/ Bill Allen 9/5/01 -----**Signature of Reporting Person Date

^{**} 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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