AVIALL INC Form 4 September 22, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FULCHINO PAUL E			2. Issuer Name and Ticker or Trading Symbol AVIALL INC [AVL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
2750 REGENT BLVD.			09/20/2006	_X_ Officer (give title Other (specify below) Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DFW AIRPORT, TX 75261			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative Se	ecuriti	ies Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/20/2006		D	200,524	D	<u>(1)</u>	0	D	
Common Stock	09/20/2006		D	9,233	D	<u>(2)</u>	0	D	
Common Stock	09/20/2006		D	7,544	D	<u>(3)</u>	0	D	
Common Stock	09/20/2006		D	5,723	D	<u>(4)</u>	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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	TransactiorDer Code Sec (Instr. 8) Acc Dis	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V (A)) (D)	Date Exercisable	Expiration Date	Title	Amou Numl Share	
Stock Appreciation Right	\$ 32.43	09/20/2006		D	290,000	(5)(6)	(5)(6)	Common Stock	290,	
Employee Stock Option (right to buy)	\$ 6.1875	09/20/2006		D	76,517	<u>(7)</u>	01/19/2011	Common Stock	76,:	
Employee Stock Option (right to buy)	\$ 7.1	09/20/2006		D	110,916	(8)	01/29/2012	Common Stock	110,	
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	36,300	<u>(9)</u>	01/30/2009	Common Stock	36,1	
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	36,300	(10)	01/30/2010	Common Stock	36,	
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	23,996	(11)	01/30/2011	Common Stock	23,9	
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	29,040	(12)	01/30/2010	Common Stock	29,	
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	29,040	(13)	01/30/2011	Common Stock	29,	
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	29,920	(14)	01/30/2012	Common Stock	29,	
Employee Stock Option	\$ 22.7	09/20/2006		D	33,000	(15)	01/27/2012	Common Stock	33,	

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Employee Stock Option (right to buy)	\$ 22.7	09/20/2006	D	33,000	(16)	01/27/2012	Common Stock	33,
Employee Stock Option (right to buy)	\$ 22.7	09/20/2006	D	34,000	<u>(17)</u>	01/27/2013	Common Stock	34,

Reporting Owners

Reporting Owner Name / Address	Relationships				
Fg	Director	10% Owner	Officer	Other	
FULCHINO PAUL E					
2750 REGENT BLVD.	X		Chairman, President and CEO		
DFW AIRPORT, TX 75261					

Signatures

/s/ R. Sean Elliott, Attorney-in-fact for Paul E. Fulchino 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).
- 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 \$9,625,152, or \$48.00 per share.
- 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 \$443,184, or \$48.00 per share.
- 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 \$362,112, or \$48.00 per share.
- 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 \$274,704, or \$48.00 per share.
- The Stock Appreciation Rights, which were granted on January 26, 2006 and provided for vesting as follows: vesting as to 29,700 shares on January 26, 2007 and expiring with respect to those shares on January 26, 2012; vesting as to 29,700 shares on January 26, 2008 and expiring with respect to those shares on January 26, 2013; vesting as to 30,600 shares on January 26, 2009 and expiring with respect to those shares on January 26, 2014; vesting as to 50,000 shares on January 26, 2007 and expiring with respect to those shares on January 26, 2012; vesting as to 50,000 shares on January 26, 2008 and expiring with respect to those shares on January 26, 2013; (Continued to Footnote 6)
- (Continued from Footnote 5) vesting as to 50,000 shares on January 26, 2009 and expiring with respect to those shares on January 26, 2014; and vesting as to 50,000 shares on January 26, 2010 and expiring with respect to those shares on January 26, 2015, 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.

(7)

Reporting Owners 3

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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.

- 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, 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.
- 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.
- This option, granted pursuant to the Aviall, Inc. 1998 Stock Incentive Plan which provided for vesting on January 30, 2005, was (10) 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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. 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.