

FULCHINO PAUL E  
 Form 4  
 January 30, 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**

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 (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**2750 REGENT BLVD.**

**01/26/2006**

Chairman, President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**DFW AIRPORT, TX 75261**

(City) (State) (Zip)

**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)		
			Code	V	Amount or Price				
Common Stock	01/26/2006		A		5,723	A	209,620	D	
Common Stock	01/30/2006		M		13,404	A	\$ 7.46	223,024	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)

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**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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 32.43	01/26/2006		A	90,000	(2)	(2)	Common Stock
Stock Appreciation Right	\$ 32.43	01/26/2006		A	200,000	(3)	(3)	Common Stock
Employee Stock Option (right to buy)	\$ 7.46	01/30/2006		M	13,404	01/30/2006	01/30/2011	Common Stock

## Reporting Owners

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

## Signatures

R. Sean Elliott, attorney-in-fact for Paul E. Fulchino  
Date: 01/30/2006

\_\_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) Not applicable.

(2) The Stock Appreciation Right vests as to 29,700 shares on January 26, 2007 and will expire with respect to those shares on January 26, 2012. The Stock Appreciation Right vests as to 29,700 shares on January 26, 2008 and will expire with respect to those shares on January 26, 2013. The Stock Appreciation Right vests as to 30,600 shares on January 26, 2009 and will expire with respect to those shares on January 26, 2014.

(3) The Stock Appreciation Right vests as to 50,000 shares on January 26, 2007 and will expire with respect to those shares on January 26, 2012. The Stock Appreciation Right vests as to 50,000 shares on January 26, 2008 and will expire with respect to those shares on January 26, 2013. The Stock Appreciation Right vests as to 50,000 shares on January 26, 2009 and will expire with respect to those shares on January 26, 2014. The Stock Appreciation Right vests as to 50,000 shares on January 26, 2010 and will expire with respect to those shares on January 26, 2015.

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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