

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 \*  
**KIENZLE CHARLES M**

(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)  
Senior VP of Operations

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)
			Code	V Amount (D) Price			
Common Stock	09/20/2006		D	42,008 D (1) 0		D (1)	
Common Stock	09/20/2006		D	3,590 D (2) 0		D	
Common Stock	09/20/2006		D	2,955 D (3) 0		D	
Common Stock	09/20/2006		D	2,192 D (4) 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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 32.43	09/20/2006		D	17,900	(5) (5)	Common Stock 17,900
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	7,260	(6) 01/30/2009	Common Stock 7,260
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	1,945	(7) 01/30/2010	Common Stock 1,945
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	5,315	(8) 01/30/2010	Common Stock 5,315
Employee Stock Option (right to buy)	\$ 7.46	09/20/2006		D	7,480	(9) 01/30/2011	Common Stock 7,480
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	5,709	(10) 01/28/2010	Common Stock 5,709
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	2,876	(11) 01/28/2011	Common Stock 2,876
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	2,833	(12) 01/28/2011	Common Stock 2,833
Employee Stock Option (right to buy)	\$ 15.6	09/20/2006		D	5,882	(13) 01/28/2012	Common Stock 5,882



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- (7) 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 \$78,850, 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 on January 30, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$215,470, 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, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$303,239, 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 28, 2005, was cancelled in the merger in exchange for a cash payment of approximately \$184,972, 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 28, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$93,182, 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, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$91,789, 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, 2007, was cancelled in the merger in exchange for a cash payment of approximately \$190,577, 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 27, 2006, was cancelled in the merger in exchange for a cash payment of approximately \$175,329, 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, 2007, was cancelled in the merger in exchange for a cash payment of approximately \$175,329, 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, 2008, was cancelled in the merger in exchange for a cash payment of approximately \$180,642, 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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