

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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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

(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)
 01/26/2006

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)
 Chairman, President and CEO

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 | (A) or (D) | Price |
| Common Stock | 01/26/2006 | | A | | 5,723 | A | 11 209,620 |
| Common Stock | 01/30/2006 | | M | | 13,404 | A | \$ 7.46 223,024 |

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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