

AEROCENTURY CORP
Form 4
March 13, 2015

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 *
CRISPIN NEAL D

(Last) (First) (Middle)

1440 CHAPIN AVENUE, SUITE 310

(Street)

BURLINGAME, CA 94010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AEROCENTURY CORP [ACY]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2015

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)

President & Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 9,200 ⁽³⁾ | D | |
| Common Stock | 03/11/2015 | | P | 553.1 ⁽¹⁾ A | \$ 13.88 253,714.4 ⁽²⁾ | I | by corporation |
| Common Stock | 03/11/2015 | | P | 1,169.7 ⁽¹⁾ A | \$ 13.87 254,884.1 | I | by corporation |
| Common Stock | 03/11/2015 | | P | 3.9 ⁽¹⁾ A | \$ 13.73 254,888 | I | by corporation |
| Common Stock | 03/11/2015 | | P | 2.8 ⁽¹⁾ A | \$ 13.7 254,890.8 | I | by corporation |

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| | | | | | | | | |
|--------------|------------|---|----------------|---|----------|-----------|---|----------------|
| Common Stock | 03/11/2015 | P | 668.4 (1) | A | \$ 13.8 | 255,559.2 | I | by corporation |
| Common Stock | 03/12/2015 | P | 279.1 (1) | A | \$ 13.8 | 255,838.3 | I | by corporation |
| Common Stock | 03/12/2015 | P | 113.1 (1) | A | \$ 13.76 | 255,951.3 | I | by corporation |
| Common Stock | 03/12/2015 | P | 1,782.4 (1) | A | \$ 13.68 | 257,733.7 | I | by corporation |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRISPIN NEAL D 1440 CHAPIN AVENUE SUITE 310 BURLINGAME, CA 94010 | X | X | President & Chairman | |

Signatures

NEAL D. CRISPIN 03/13/2015

**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) Represents purchase of shares by JetFleet Holding Corp. multiplied by Ms. Perazzo's percentage beneficial interest in JetFleet Holding Corp.
- (2) Starting indirect holdings reported adjusted to reflect corrected percentage beneficial ownership of Ms Perazzo in JetFleet Holding Corp., which holds shares of AeroCentury Corp.
- (3) Direct holding amount corrected to reflect an earlier change of form of ownership from direct to indirect ownership by a trust

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.