

Weinstein Hal  
Form 4  
August 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Weinstein Hal

2. Issuer Name and Ticker or Trading Symbol  
Wesco Aircraft Holdings, Inc  
[WAIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/22/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP Sales and Marketing

C/O WESCO AIRCRAFT HOLDINGS, INC., 27727 AVENUE SCOTT

(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

VALENCIA, CA 91355

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/22/2012		M	20,000 A \$ 4.13	150,225 <sup>(1)</sup>	D	
Common Stock	08/22/2012		S	20,000 D \$ 15 <sup>(2)</sup>	130,225 <sup>(1)</sup>	D	
Common Stock	08/23/2012		M	20,000 A \$ 4.13	150,225 <sup>(1)</sup>	D	
Common Stock	08/23/2012		S	20,000 D \$ 14.8 <sup>(3)</sup>	130,225 <sup>(1)</sup>	D	
	08/24/2012		M	20,000 A \$ 4.13	150,225 <sup>(1)</sup>	D	

Common  
Stock

Common Stock 08/24/2012 S 20,000 D \$ 14.75 130,225 <sup>(1)</sup> <sub>(4)</sub> D

Common  
Stock

1,320,085 <sup>(5)</sup> I

By the  
Weinstein  
Living  
Trust dated  
September  
31, 2006

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

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(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)	8. Amount or Number of Shares
Stock Options	\$ 4.13	08/21/2012		M	20,000	<sup>(6)</sup> 05/17/2017	Common Stock	20,000
Stock Options	\$ 4.13	08/22/2012		M	20,000	<sup>(6)</sup> 05/17/2017	Common Stock	20,000
Stock Options	\$ 4.13	08/23/2012		M	20,000	<sup>(6)</sup> 05/17/2017	Common Stock	20,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Weinstein Hal  
C/O WESCO AIRCRAFT HOLDINGS, INC.  
27727 AVENUE SCOTT

Exec. VP Sales and Marketing

VALENCIA, CA 91355

## Signatures

/s/ Gregory A. Hann, as  
Attorney-in-Fact

08/24/2012

\_\_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).

Includes 9,000 shares of the Company's restricted Common Stock awarded pursuant to the Wesco Aircraft Holdings, Inc. 2011 Equity Incentive Award Plan. 4,500 of these shares will vest in three equal installments on September 30, 2012, 2013 and 2014. The vesting of  
(1) the remaining 4,500 shares is subject to the Company's achievement of certain financial performance objectives during the year ended September 30, 2012. If these performance objectives are not achieved, these 4,500 shares will be forfeited. If these performance objectives are achieved, the 4,500 shares will also vest in three equal installments on September 30, 2012, 2013 and 2014.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$14.95 to  
(2) \$15.06. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 2.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$14.73 to  
(3) \$14.85. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 3.

The price reported is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$14.63 to  
(4) \$14.88. The reporting person undertakes to provide the Company, any security holder of the Company or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 4.

(5) Represents 1,320,085 fully vested restricted stock units. The shares of the Company's Common Stock underlying the restricted stock units will not be distributed to the reporting person until September 28, 2012, or, if earlier, upon a change of control of the Company.

(6) The options became fully exercisable on October 13, 2011.

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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