

Aircastle LTD  
Form 3  
July 12, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â MARUBENI CORP /FI		(Month/Day/Year)	Aircastle LTD [AYR]	
(Last)	(First)	07/12/2013		
4-2 OHTEMACHI 1-CHOME			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHIYODA-KU, TOKYO			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
100-8088,Â M0Â			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	12,320,000	I	By Marubeni Aviation Holding Cooperatief U.A.

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARUBENI CORP /FI 4-2 OHTEMACHI 1-CHOME CHIYODA-KU, TOKYO 100-8088, M0	^	^ X	^	^
Marubeni Aviation Holding Cooperatief U.A. HERIKERBERGWEG 238, 1101 CM AMSTERDAM, ZUIDOOST, P7	^	^ X	^	^
Marubeni Aviation Corp 4-2 OHTEMACHI 1-CHOME, CHIYODA-KU, TOKYO, 100-8088, M0	^	^ X	^	^

## Signatures

/s/ TADAAKI KURAKAKE, General Manager, Aerospace & Defense Systems Dept.,  
Marubeni Corporation 07/12/2013

\*\*Signature of Reporting Person Date

/s/ TADAAKI KURAKAKE, Managing Director, Marubeni Aviation Holding Cooperatief  
U.A. 07/12/2013

\*\*Signature of Reporting Person Date

/s/ TADAAKI KURAKAKE, Director, Marubeni Aviation Corporation 07/12/2013

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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### Remarks:

The common shares of Aircastle Limited described in this report are held by Marubeni Aviation Holding Cooperatief U.A.

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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