

FALCONE PHILIP  
Form 4  
December 15, 2006

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HMC ATLAS AIR, L.L.C.

2. Issuer Name **and** Ticker or Trading  
Symbol  
ATLAS AIR WORLDWIDE  
HOLDINGS INC [AAWW]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
555 MADISON AVENUE, 16TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/13/2006

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10022

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/13/2006                              |                                                             | P                                       | 20,000                                                                  | A \$<br>45.63                                                                                                      | 7,159,776 <sup>(1)</sup>                                             | D                                                                 |
| Common<br>Stock                       | 12/13/2006                              |                                                             | P                                       | 0                                                                       | A \$ 0                                                                                                             | 7,159,776 <sup>(2)</sup>                                             | I                                                                 |
| Common<br>Stock                       | 12/13/2006                              |                                                             | P                                       | 50,000                                                                  | A \$<br>45.64                                                                                                      | 7,209,776 <sup>(1)</sup>                                             | D                                                                 |
| Common<br>Stock                       | 12/13/2006                              |                                                             | P                                       | 0                                                                       | A \$ 0                                                                                                             | 7,209,776 <sup>(2)</sup>                                             | I                                                                 |

By HMC  
Atlas Air,  
L.L.C.

By HMC  
Atlas Air,  
L.L.C.

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|              |            |   |        |   |          |                          |   |                                |
|--------------|------------|---|--------|---|----------|--------------------------|---|--------------------------------|
| Common Stock | 12/14/2006 | P | 27,200 | A | \$ 46.14 | 7,236,976 <sup>(1)</sup> | D |                                |
| Common Stock | 12/14/2006 | P | 0      | A | \$ 0     | 7,236,976 <sup>(2)</sup> | I | By HMC<br>Atlas Air,<br>L.L.C. |
| Common Stock | 12/14/2006 | P | 23,500 | A | \$ 46    | 7,260,476 <sup>(1)</sup> | D |                                |
| Common Stock | 12/14/2006 | P | 0      | A | \$ 0     | 7,260,476 <sup>(2)</sup> | I | By HMC<br>Atlas Air,<br>L.L.C. |
| Common Stock | 12/14/2006 | P | 18,500 | A | \$ 46.3  | 7,278,976 <sup>(1)</sup> | D |                                |
| Common Stock | 12/14/2006 | P | 0      | A | \$ 0     | 7,278,976 <sup>(2)</sup> | I | By HMC<br>Atlas Air,<br>L.L.C. |
| Common Stock | 12/14/2006 | P | 10,000 | A | \$ 46    | 7,288,976 <sup>(1)</sup> | D |                                |
| Common Stock | 12/14/2006 | P | 0      | A | \$ 0     | 7,288,976 <sup>(2)</sup> | I | By HMC<br>Atlas Air,<br>L.L.C. |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                             | Director      | 10% Owner | Officer | Other |
| HMC ATLAS AIR, L.L.C.<br>555 MADISON AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022                             |               | X         |         |       |
| HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C.<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244 |               | X         |         |       |
| HMC INVESTORS, L.L.C.<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244                               |               | X         |         |       |
| FALCONE PHILIP<br>555 MADISON AVE<br>16TH FLOOR<br>NEW YORK, NY 10022                                       |               | X         |         |       |
| HARBERT RAYMOND J<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244                                   |               | X         |         |       |
| LUCE MICHAEL D<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM, AL 35244                                      |               | X         |         |       |

## Signatures

|                                                                                                                                                                           |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| HMC Atlas Air, L.L.C., By: Harbinger Capital Partners Offshore Manager, L.L.C., Class A Shareholder, By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick | 12/15/2006 |
| __Signature of Reporting Person                                                                                                                                           | Date       |
| Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick                                                 | 12/15/2006 |
| __Signature of Reporting Person                                                                                                                                           | Date       |
| HMC Investors, L.L.C., By: /s/ Joel B. Piassick                                                                                                                           | 12/15/2006 |
| __Signature of Reporting Person                                                                                                                                           | Date       |
| /s/ Philip Falcone                                                                                                                                                        | 12/15/2006 |
| __Signature of Reporting Person                                                                                                                                           | Date       |
| /s/ Raymond J. Harbert                                                                                                                                                    | 12/15/2006 |
| __Signature of Reporting Person                                                                                                                                           | Date       |
| /s/ Michael D. Luce                                                                                                                                                       | 12/15/2006 |
| __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) These securities are owned by HMC Atlas Air, L.L.C., which is a Reporting Person.

These securities may be deemed to be beneficially owned by Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the Class A Shareholder of HMC Atlas Air, L.L.C., HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of HMC Atlas Air, L.L.C., Raymond J. Harbert, a member of

(2) HMC Investors, and Michael D. Luce, a member of HMC Investors. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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