WRAIGHT STANLEY G Form 5 February 04, 2003

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OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

		e Public Utility Holding C h) of the Investment Compa					
1_1	Check box if no longer subject to Section 16. Form 4 or Form 5 obligation may continue. See Instruction 1(b).						
1_1	Form 3 Holdings Reported						
1_1	Form 4 Transactions R	eported					
1.	Name and Address of R	eporting Person*					
	Wraight	Stanley	G.				
(Last)	(First)	(Middle)				
	c/o Atlas Air Worldwi 2000 Westchester Aven	3 ·					
		(Street)					
	Purchase	NY	10577				
(City)	(State)	(Zip)				
2.	Issuer Name and Ticke	r or Trading Symbol					
	ATLAS AIR WORLDWIDE HOLDINGS, INC CGO						
3.	I.R.S. Identification	Number of Reporting Perso	n, if an entity (Voluntar	у)			
4.	Statement for Month/Y	ear					
	For the fiscal year e	nded December 31, 2002					

^{5.} If Amendment, Date of Original (Month/Year)

6.	Relationship of Report		s) to Issuer				
	_ Director X Officer (give tit	tle below)		10% Owner Other (speci	fy below)		
	Senior Vice President						
7.	Individual or Joint/Gi (check applicable line						
	X Form filed by One Reporting Person _ Form filed by More than One Reporting Person						
====	Table I Non-I		ecurities Accially Owned		ed of,		
		2.			4. Securities Acquired Disposed of (D) (Instr. 3, 4 and		(A) or
	of Security r. 3)	action Date	Execution Date, if any (mm/dd/yy)			(A) or (D)	Price
Comm	on Stock	2/8/02		A	3,278(1)	A 	\$10.68

* If the form is filed by more than one reporting person, see instruction $4\,(\mathrm{b})\,(\mathrm{v})$.

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	cise	3A. 4. Deemed Trans- Execut- action	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
1.		Trans-	ion	Code	of(D)	(Month/Day/Year)			Amount
Title of Derivative Security (Instr. 3)	ative	Date (mm/dd/	any	(Instr. 8)	(Instr. 3, 4 and 5) (A) (D)		Expira- tion	Title	or Number of Shares
	======	=======	=======					=======	

Explanation of Responses:

(1) Represents an award of restricted stock units that are exchangeable for common shares on a one-for-one basis and that are subject to certain

vesting requirements.

/s/ Stanley G. Wraight February 3, 2003

**Signature of Reporting Person Date

 $\ensuremath{^{\star\star}}$ Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.