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AAR CORP  
Form 8-K  
February 20, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
PURSANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 19, 2002

AAR CORP.

(Exact Name of Company as Specified in Its Charter)

DELAWARE	1-6263	36-2334820
(State or other	(Commission File	(IRS Employer
Jurisdiction of	Number)	Identification
Incorporation)		Number)

One AAR Place  
1100 N. Wood Dale Road  
Wood Dale, Illinois 60191

(Address and Zip Code of Principal Executive Offices)

(630) 227-2000

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On February 19, 2002, AAR CORP. sold 5,010,345 shares of its common stock, par value \$1.00 per share, as described in the press release attached as Exhibit 99.1, pursuant to Stock Purchase Agreements entered into between AAR CORP. and the purchasers.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

99.1 Press Release issued February 19, 2002.

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99.2 Form of Stock Purchase Agreement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AAR CORP.

/s/ HOWARD A. PULSIFER

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Howard A. Pulsifer  
Vice President, General Counsel and Secretary

Date: February 20, 2002

EXHIBIT INDEX

Exhibit Number	Description
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99.1	Press Release issued February 19, 2002
99.2	Form of Stock Purchase Agreement