

Clark Walter
 Form 4
 November 19, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Clark Walter

2. Issuer Name and Ticker or Trading Symbol
 AIR T INC [AIRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 841 BETH HAVEN CHURCH ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

DENVER, NC 28037

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

(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)
				(A) or (D)	Price		
common stock	11/17/2004		S	9,900 D	\$ 23	197,100	I thru estate
common stock	11/17/2004		S	5,000 D	\$ 23.25	192,100	I thru estate
common stock	11/17/2004		S	1,900 D	\$ 23.36	190,200	I thru estate
common stock	11/17/2004		S	200 D	\$ 23.37	190,000	I thru estate
common stock	11/17/2004		S	3,900 D	\$ 23.4	186,100	I thru estate

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common stock	11/17/2004	S	5,900	D	\$ 23.45	180,200	I	thru estate
common stock	11/17/2004	S	10,796	D	\$ 23.5	169,404	I	thru estate
common stock	11/17/2004	S	5,000	D	\$ 23.53	164,404	I	thru estate
common stock	11/17/2004	S	700	D	\$ 23.57	163,704	I	thru estate
common stock	11/17/2004	S	600	D	\$ 23.58	163,104	I	thru estate
common stock	11/17/2004	S	6,100	D	\$ 23.6	157,004	I	thru estate
common stock	11/17/2004	S	4	D	\$ 23.63	157,000	I	thru estate
common stock	11/17/2004	S	4,500	D	\$ 23.64	152,500	I	thru estate
common stock	11/17/2004	S	450	D	\$ 23.66	152,050	I	thru estate
common stock	11/17/2004	S	5,000	D	\$ 23.67	147,050	I	thru estate
common stock	11/17/2004	S	400	D	\$ 23.7	146,650	I	thru estate
common stock	11/17/2004	S	2,600	D	\$ 23.75	144,050	I	thru estate
common stock	11/17/2004	S	5,500	D	\$ 23.76	138,550	I	thru estate
common stock	11/17/2004	S	100	D	\$ 23.83	138,450	I	the estate
common stock	11/17/2004	S	4,400	D	\$ 23.84	134,050	I	thru estate
common stock	11/17/2004	S	10,000	D	\$ 24	124,050	I	thru estate
common stock	11/17/2004	S	500	D	\$ 24.15	123,550	I	thru estate
common stock	11/17/2004	S	600	D	\$ 24.5	122,950	I	thru estate
common stock	11/17/2004	S	5,000	D	\$ 24.78	117,950	I	thru estate
common stock	11/17/2004	S	2,000	D	\$ 24.8	115,950	I	thru estate
	11/17/2004	S	5,000	D		110,950	I	thru estate

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common stock					\$				24.88
common stock	11/17/2004		S	50	D	\$ 24.9	110,900	I	thru estate
common stock	11/17/2004		S	4,900	D	\$ 25	106,000	I	thru estate
common stock	11/17/2004		S	1,000	D	\$ 25.5	105,000	I	thru estate <u>(1)</u>
common stock	11/17/2004		S	0	D	\$ 0	60,922	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Walter 841 BETH HAVEN CHURCH ROAD DENVER, NC 28037	X		CEO	

Signatures

Walter Clark 11/19/2004
 **Signature of Date
 Reporting Person

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) The reported sales transactions were effected by the Estate of David Clark, of which Walter Clark is an executor and beneficiary.

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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