

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2009-01-26**
SEC Accession No. **0000728889-09-000029**

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SUBJECT COMPANY

Aircastle LTD

CIK: **1362988** | IRS No.: **980444035** | State of Incorporation: **DO** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-82658** | Film No.: **09543322**
SIC: **7359** Equipment rental & leasing, nec

Mailing Address
C/O AIRCASTLE ADVISOR
LLC
300 FIRST STAMFORD
PLACE, 5TH FLOOR
STAMFORD CT 06902

Business Address
C/O AIRCASTLE ADVISOR
LLC
300 FIRST STAMFORD
PLACE, 5TH FLOOR
STAMFORD CT 06902
(203) 504-1020

FILED BY

OPPENHEIMER FUNDS INC

CIK: **728889** | IRS No.: **000000000** | State of Incorporation: **CO** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
6803 SOUTH TUCSON WAY
N/A
CENTENNIAL CO 80112-3924

Business Address
6803 SOUTH TUCSON WAY
N/A
CENTENNIAL CO 80112-3924
303-768-3200

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Aircastle Limited
(Name of Issuer)

Common Stock
(Title of Class of Securities)

G0129K104
(CUSIP Number)

12/31/2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- | | |
|-------------------------------------|---------------|
| <input checked="" type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G0129K104	
1.	Names of Reporting Persons: OppenheimerFunds, Inc.
2.	Check the Appropriate Box if a Member of a Group (See Instructions): Joint filing
3.	SEC Use Only
4.	Citizenship or Place of Organization: Colorado
	Number of Shares Beneficially Owned by Each Reporting Person With:
5.	Sole Voting Power: 0
6.	Shared Voting Power: 14,379,946
7.	Sole Dispositive Power: 0
8.	Shared Dispositive Power: 14,379,946
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 14,379,946 (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934)
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9): 18.29%
12.	Type of Reporting Person (See Instructions): IA

CUSIP No. G0129K104	
1.	Names of Reporting Persons: Oppenheimer Small- & Mid- Cap Value Fund
2.	Check the Appropriate Box if a Member of a Group (See Instructions): Joint filing
3.	SEC Use Only
4.	Citizenship or Place of Organization: Colorado
	Number of Shares Beneficially Owned by Each Reporting Person With:
5.	Sole Voting Power: 0
6.	Shared Voting Power: 4,500,000
7.	Sole Dispositive Power: 0
8.	Shared Dispositive Power: 4,500,000
9.	Aggregate Amount Beneficially Owned by Each Reporting Person: 4,500,000 (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934)
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9): 5.72%
12.	Type of Reporting Person (See Instructions): IA

Item:	
1(a)	Name of Issuer: Aircastle Limited
1(b)	Address of Issuer's Principal Executive Offices: c/o Aircastle Advisor LLC 300 First Stamford Place, 5 th Floor Stamford, CT 06902
2(a)	Name of Person Filing: (a) OppenheimerFunds, Inc. (b) Oppenheimer Small- & Mid- Cap Value Fund
2(b)	Address of Principal Business Office or, if none, Residence: (a) Two World Financial Center 225 Liberty Street New York, NY 10281 (b) 6803 S. Tucson Way Centennial, CO 80112
2(c)	Citizenship: (a) Colorado (b) Massachusetts
2(d)	Title of Class of Securities: Common Stock
2(e)	CUSIP Number: G0129K104
3	OppenheimerFunds, Inc. is an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E). Oppenheimer Small- & Mid- Cap Value Fund is an investment company registered under section 8 of the Investment Company Act of 1940.
4(a)	Amount beneficially owned: (i) 14,379,946 (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934) (includes ownership reported in 4(b)(ii) below) (ii) 4,500,000
4(b)	Percent of class: (i) 18.29% (includes ownership reported in 4(b)(ii) below) (ii) 5.72%
4(c)	Number of shares as to which the person has: (i) Sole power to vote or to direct the vote: (ii) (a) 0 (b) 0 (iii) (a) 0 (b) 0 (iv) Shared power to vote or to direct the vote: (a) 14,379,946 (b) 4,500,000 Sole power to dispose or to direct the disposition of: (a) 0 (b) 0 Shared power to dispose or to direct the disposition of: (a) 14,379,946 (b) 4,500,000
5.	Ownership of Five Percent or Less of a Class: []
6.	Ownership of More than Five Percent on Behalf of Another Person.: N/A
7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

8.	Identification and Classification of Members of the Group: N/A
9.	Notice of Dissolution of Group: N/A
10.	Certification: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

01/23/2009

Date

/s/ Mark S. Vandehey

Signature

Mark S. Vandehey, Sr. Vice President
and Chief Compliance Officer

Name/Title

aircastle limited a1 13g 123108.rtf