

X 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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<p>1. Name and Address of Reporting Person*</p> <p><u>AMERICAN INTERNATIONAL GROUP INC</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>70 PINE STREET</u></p> <hr/> <p>(Street)</p> <p><u>NEW YORK NY 10270</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>WORLD AIR HOLDINGS, INC.</u> [<u>WLDA</u>]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>02/14/2005</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value	02/14/2005		C		103,750	A	\$3.2	103,750	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/15/2005		C		161,875	A	\$3.2	265,625	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/17/2005		C		72,500	A	\$3.2	338,125	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/14/2005		S		13,525	D	\$7.93	324,600	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/14/2005		S		90,000	D	\$7.88	234,600	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/15/2005		S		100,000	D	\$8.02	134,600	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/15/2005		S		62,000	D	\$8.04	72,600	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	02/17/2005		S		72,445	D	\$8.12	155	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value	03/02/2005		P		3,727	A	\$7.04	3,882	I	Indirectly held through a subsidiary. ⁽¹⁾
Common Stock, \$.001 par value								1,000,000	I	Indirectly held through a subsidiary. ⁽²⁾

**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)	4A. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
8.0% Convertible Senior Subordinated Debentures due 2009	\$3.2	02/14/2005		C	\$332,000	12/30/2003	Common Stock, \$0.001 par value	\$332,000	2,817,000	I	Indirectly held through a subsidiary. (1)
8.0% Convertible Senior Subordinated Debentures due 2009	\$3.2	02/15/2005		C	\$518,000	12/30/2003	Common Stock, \$0.001 par value	\$518,000	2,299,000	I	Indirectly held through a subsidiary. (1)
8.0% Convertible Senior Subordinated Debentures due 2009	\$3.2	02/17/2005		C	\$232,000	12/30/2003	Common Stock, \$0.001 par value	\$232,000	2,067,000	I	Indirectly held through a subsidiary. (1)

Explanation of Responses:

1. Benefically owned by National Union Fire Insurance Company of Pittsburgh, Pa.
2. Benefically owned by International Lease Finance Corporation.

/s/ Win J. Neuger

03/08/2005

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.