

<div>FORM 4</div> <div>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</div>	<div>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</div> <div>Washington, D.C. 20549</div> <div>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</div> <div>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(f) of the Investment Company Act of 1940</div>	<div>OMB APPROVAL</div> <div>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</div>
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<div>1. Name and Address of Reporting Person*</div> <div>Fornaro, Robert L.</div> <div>(Last)(First)(Middle)</div> <div>9955 AirTran Blvd.</div> <div>(Street)</div> <div>Orlando, FL 32827</div> <div>(City)(State)(Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>AirTran Holdings, Inc. (AAI)</div> <div>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</div>	<div>4. Statement for (Month/Day/Year)</div> <div>January 22, 2003</div> <div>5. If Amendment, Date of Original (Month/Year)</div>	<div>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other</div> <div>Officer/Other Description <u>President & COO</u></div> <div>7. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary 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. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	V	Amount	A/D				Price
Common Stock, \$0.001 par value						43,000	D		

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).

Form 4 (continued)

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. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V								
			(DE) (ED)								
ISO (right to buy)	\$3.78125				(1) 3/23/2009	Common Stock, 325,000 shares		325,000	D		
ISO (right to buy)	\$4.3125				(2) 3/1/2010	Common Stock, 100,000 shares		100,000	D		
ISO (right to buy)	\$9.05				(3) 5/16/2011	Common Stock, 150,000 shares		150,000	D		
ISO (right to buy)	\$3.90				(4) 7/25/2012	Common Stock, 150,000 shares		150,000	D		
ISO (right to buy)	\$4.90	1/22/03	A	150,000	(5) 1/22/2013	Common Stock, 150,000 shares		150,000	D		

Explanation of Responses :
(1) Currently exercisable.
(2) 1/3 exercisable on each of 3/1/2001, 3/1/2002 and 3/1/2003.
(3) 1/3 exercisable on each of 5/16/2002, 5/16/2003 and 5/16/2004.
(4) 1/3 exercisable on each of 7/25/2003, 7/25/2004 and 7/25/2005.
(5) 1/3 exercisable on each of 1/22/2004, 1/22/2005 and 1/22/2006.

** 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.

Potential persons who are to respond to the collection of information contained in this form are not
required to respond unless the form displays a currently valid OMB number.

By: /s/ Richard P. Magurno
** Signature of Reporting Person

1/24/2003
Date

Attorney-in-fact for
ROBERT L. FORNARO