American Airlines Group Inc.

Form 4

December 09, 2013

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

OMB Number: 3235-0287

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Check this box if no longer subject to

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KIRBY J SCOTT			Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
		0.5111.)		nes Group Inc. [AAL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest	Transaction			
			(Month/Day/Year	)	Director	10% Owner	
4333 AMON CARTER BLVD.			12/09/2013		_X_ Officer (give below)	other (specify below)	
					J	President	
(Street)			4. If Amendment,	Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Y	ear)	Applicable Line)		
					_X_ Form filed by O	1 0	
FORT WORTH, TX 76155					Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Noi	n-Derivative Securities Acq	uired, Disposed of,	or Beneficially Owned	
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature	

` •	` /	17 I abio	e 1 - Non-D	erivative Se	curiu	es Acqu	nrea, Disposea o	, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securitie			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldin Day) Teal)	any	Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(111str. 3 and 4)		
Common Stock	12/09/2013		A	354,019	A	<u>(1)</u>	354,019	D	
Common Stock	12/09/2013		A	447,598 (2)	A	\$0	801,617	D	

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

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SEC 1474

(9-02)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Option (Right to Buy)	\$ 25.6	12/09/2013		A	20,625	12/09/2013	02/25/2014	Common Stock	20
Stock Appreciation Right	\$ 7.62	12/09/2013		A	206,346	<u>(4)</u>	04/11/2019	Common Stock	20
Stock Appreciation Right	\$ 8.14	12/09/2013		A	168,393	<u>(5)</u>	04/20/2018	Common Stock	16
Stock Appreciation Right	\$ 7.42	12/09/2013		A	126,025	12/09/2013	04/14/2017	Common Stock	12
Stock Appreciation Right	\$ 3.1	12/09/2013		A	237,919	12/09/2013	04/08/2016	Common Stock	23
Stock Appreciation Right	\$ 6.7	12/09/2013		A	95,753	12/09/2013	08/05/2015	Common Stock	95
Stock Appreciation Right	\$ 8.84	12/09/2013		A	70,881	12/09/2013	04/09/2018	Common Stock	70
Stock Appreciation Right	\$ 45.01	12/09/2013		A	31,500	12/09/2013	04/11/2017	Common Stock	31
Stock Appreciation Right	\$ 46.11	12/09/2013		A	37,500	12/09/2013	10/02/2016	Common Stock	37
Stock Appreciation Right	\$ 38.44	12/09/2013		A	18,000	12/09/2013	04/19/2016	Common Stock	18
Stock Appreciation Right	\$ 19.3	12/09/2013		A	82,500	12/09/2013	09/27/2015	Common Stock	82

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIRBY J SCOTT

4333 AMON CARTER BLVD. President

FORT WORTH, TX 76155

#### **Signatures**

/s/ Kenneth W. Wimberly, Power of Attorney 12/09/2013

\*\*Signature of Reporting Person Date

## **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).
- Pursuant to that certain Agreement and Plan of Merger, dated as of February 13, 2013 (as amended, the "Merger Agreement") by and among AMR Corporation, AMR Merger Sub, Inc. and US Airways Group, Inc. ("US Airways Group"), the Common Stock of US Airways Group held by the Reporting Person was cancelled and converted into the right to receive shares of Common Stock of American Airlines Group Inc. ("AAG") on a one-for-one basis at the effective time of the merger.
- (2) Restricted Stock Units. The Reporting Person is entitled to receive one (1) share of Common Stock of AAL upon vesting of each Restricted Stock Unit.
- Pursuant to the Merger Agreement, securities of US Airways Group held by the Reporting Person were converted into equivalent securities of AAG on a one-for-one basis. Such AAG securities are subject to the same terms and conditions applicable to the US Airways Group securities immediately prior to the conversion, and in the case of stock options or stock appreciation rights ("SARs"), have an exercise price per share of AAG common stock equal to the exercise price per share of the US Airways Group stock options or SARs.
- (4) The stock appreciation right vests in increments of one third on each of April 11, 2013, April 11, 2014, and April 11, 2015.
- (5) The stock appreciation right vests in increments of one third on each of April 20, 2012, April 20, 2013 and April 20, 2014.

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.

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