

American Airlines Group Inc.
Form 4
December 10, 2013

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 *
KENNEDY GARY F

(Last) (First) (Middle)

4333 AMON CARTER BLVD

(Street)

FT WORTH, TX 76155

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

American Airlines Group Inc. [AAL]

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

12/09/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

Sr. VP / General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2013		D		163,667	D	0
Common Stock	12/09/2013		A		10,890	A	10,890
Common Stock	12/09/2013		A		195,109 (2)	A	\$ 0 205,999
Common Stock	12/09/2013		F(3)		17,807	D	\$ 22.55 188,192

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

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(9-02)

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.665	12/09/2013		D	23,100	(4) 07/25/2015	Common Stock	23,100
Stock Appreciation Right	\$ 23.21	12/09/2013		D	21,800	(4) 07/24/2016	Common Stock	21,800
Stock Appreciation Right	\$ 28.59	12/09/2013		D	19,800	(4) 07/23/2017	Common Stock	19,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY GARY F 4333 AMON CARTER BLVD FT WORTH, TX 76155			Sr. VP / General Counsel	

Signatures

/s/ Kenneth W. Wimberly, Power of Attorney
12/10/2013

**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).

(1) Pursuant to the fourth amended joint plan of reorganization filed by AMR Corporation ("AMR") and certain of AMR's direct and indirect domestic subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan"), the Common Stock of American Airlines Group Inc. (formerly AMR) reported as disposed of herein was cancelled and retired and ceased to exist at the effective time of the

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merger pursuant to that certain Agreement and Plan of Merger, dated as of February 13, 2013, as amended, by and among AMR, AMR Merger Sub, Inc. and US Airways Group, Inc. (the "Merger"). The Common Stock of American Airlines Group Inc. reported as acquired herein was acquired by the Reporting Person in connection with such person's holdings of AMR Common Stock and vested derivative securities of AMR prior to the effective time of the Merger, in accordance with and pursuant to the terms of the Plan.

- (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.
- (3) Shares withheld by the Issuer to cover applicable withholding taxes related to the Restricted Stock Units reported as granted herein.
- (4) Fully vested and exercisable.

- Pursuant to the Plan, the derivative securities of American Airlines Group Inc. (formerly AMR) reported as disposed of herein were cancelled at the effective time of the Merger. The Common Stock of American Airlines Group Inc. reported as acquired herein was
- (5) acquired by the Reporting Person in connection with such person's holdings of AMR Common Stock and vested derivative securities of AMR prior to the effective time of the Merger, in accordance with and pursuant to the terms of the Plan.

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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