

HAWAIIAN HOLDINGS INC

Form 4

March 15, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DUNKERLEY MARK B**

(Last) (First) (Middle)

**C/O HAWAIIAN HOLDINGS,  
INC., 3375 KOAPAKA STREET,  
SUITE G-350**

(Street)

**HONOLULU, HI 96819**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**HAWAIIAN HOLDINGS INC [HA]**

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

**11/09/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

**President and CEO**

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

☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount         | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 11/09/2008                           |                                                    | F                              |                                                                   | 25,537<br>(1)  | D          | \$<br>6.96                                                                                    | 199,463                                                  | D                                                     |
| Common Stock                    | 11/09/2009                           |                                                    | F                              |                                                                   | 33,038<br>(1)  | D          | \$<br>6.99                                                                                    | 207,644                                                  | D                                                     |
| Common Stock                    | 02/08/2010                           |                                                    | M                              |                                                                   | 366,666        | A          | \$ 0                                                                                          | 574,310                                                  | D                                                     |
| Common Stock                    | 02/08/2010                           |                                                    | F                              |                                                                   | 161,516<br>(2) | D          | \$<br>6.95                                                                                    | 412,794                                                  | D                                                     |

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Deferred<br>Stock<br>Units                          | (3)                                                                | 02/08/2010                              |                                                             | M                                    | 366,666                                                                                                   | (4) (4)                                                        | Common<br>Stock                                                     | 366,666                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                   |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer           | Other |
| DUNKERLEY MARK B<br>C/O HAWAIIAN HOLDINGS, INC.<br>3375 KOAPAKA STREET, SUITE G-350<br>HONOLULU, HI 96819 | X             |           | President and CEO |       |

## Signatures

/s/ Mark B.  
Dunkerley

03/12/2010

\_\_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) Represents shares of common stock retained by the Issuer for tax withholding purposes in connection with the distribution of shares of common stock pursuant to vesting of restricted stock awarded on November 9, 2007.
- (2) Represents shares of common stock retained by the Issuer for tax withholding purposes in connection with the distribution of shares of common stock pursuant to vesting of DSUs awarded on November 8, 2007.
- (3) Each DSU represented a contingent right to receive one share of HA common stock.
- (4) The reported DSUs vested in two equal installments on January 1, 2009 and November 8, 2009 and the shares of common stock underlying such DSUs became distributable on February 8, 2010. The remaining DSUs vest on November 8, 2010 and the shares of common stock underlying such DSUs become distributable on the first date in 2011 on which the Reporting Person is able to freely sell securities of the Issuer, excluding any period during which the Reporting Person is unable to sell such securities due to any black-out

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period or otherwise, but in any event no later than the last day of 2011.

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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