

American Airlines Group Inc.
Form 4
December 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
PARKER W DOUGLAS

(Last) (First) (Middle)
4333 AMON CARTER BLVD.

(Street)

FORT 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
 Officer (give title below) Other (specify below)
Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2013		A		933,320	A	11 933,320
Common Stock	12/09/2013		A		626,637	A	\$ 0 1,559,957

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Stock Option (Right to Buy)	\$ 20.97	12/09/2013		A		206,250		12/09/2013	08/03/2015	Common Stock	20
Stock Option (Right to Buy)	\$ 25.6	12/09/2013		A		103,125		12/09/2013	02/24/2014	Common Stock	10
Stock Appreciation Right	\$ 7.62	12/09/2013		A		294,748		<u>(4)</u>	04/11/2019	Common Stock	29
Stock Appreciation Right	\$ 8.14	12/09/2013		A		240,536		<u>(5)</u>	04/20/2018	Common Stock	24
Stock Appreciation Right	\$ 7.42	12/09/2013		A		231,060		12/09/2013	04/14/2017	Common Stock	23
Stock Appreciation Right	\$ 3.1	12/09/2013		A		849,000		12/09/2013	04/08/2016	Common Stock	84
Stock Appreciation Right	\$ 6.7	12/09/2013		A		275,000		12/09/2013	08/05/2015	Common Stock	27
Stock Appreciation Right	\$ 8.84	12/09/2013		A		196,820		12/09/2013	04/09/2018	Comon Stock	19
Stock Appreciation Right	\$ 45.01	12/09/2013		A		90,000		12/09/2013	04/11/2017	Common Stock	90
Stock Appreciation Right	\$ 38.44	12/09/2013		A		120,000		12/09/2013	04/19/2016	Common Stock	12
Stock Appreciation Right	\$ 19.3	12/09/2013		A		196,000		12/09/2013	09/27/2015	Common Stock	19

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER W DOUGLAS 4333 AMON CARTER BLVD. FORT WORTH, TX 76155	X		Chief Executive Officer	

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).

(1) 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.

(3) 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.

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