

American Airlines Group Inc.

Form 4

December 10, 2013

**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  
Number: 3235-0287  
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(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/09/2013		D	163,667	D 11 0	D	
Common Stock	12/09/2013		A	10,890	A 11 10,890	D	
Common Stock	12/09/2013		A	195,109 (2)	A \$ 0 205,999	D	
Common Stock	12/09/2013		F(3)	17,807	D \$ 22.55 188,192	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)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title 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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