

Allegiant Travel CO  
Form 4  
October 07, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PAR INVESTMENT PARTNERS LP**

(Last) (First) (Middle)

**ONE INTERNATIONAL PLACE,  
SUITE 2400,**

(Street)

**BOSTON, MA 02110**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Allegiant Travel CO [algt]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/03/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	10/03/2008		P		63,751	A	\$ 28.9936
							4,113,751
							D <u>(1)</u>
Common Stock	10/03/2008		P		63,751	A	\$ 28.9936
							4,113,751
							I
							footnote <u>(2)</u>
Common Stock	10/03/2008		P		63,751	A	\$ 28.9936
							4,113,751
							I
							footnote <u>(3)</u>
Common Stock	10/03/2008		P		50,000	A	\$ 28.3804
							4,113,751
							D <u>(1)</u>
Common Stock	10/03/2008		P		50,000	A	\$ 28.3804
							4,113,751
							I
							footnote <u>(2)</u>

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Common Stock 10/03/2008 P 50,000 A \$ 28.3804 4,113,751 I footnote (3)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

PAR INVESTMENT PARTNERS LP  
ONE INTERNATIONAL PLACE, SUITE 2400  
BOSTON, MA 02110

X

PAR Group, L.P.  
ONE INTERNATIONAL PLACE  
SUITE 2401  
BOSTON, MA 02110

X

PAR CAPITAL MANAGEMENT INC  
ONE INTERNATIONAL PLACE SUITE 2401  
BOSTON, MA 02110

X

## Signatures

Gina DiMento, General Counsel & Chief Compliance Officer

10/07/2008

\_\_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) These securities are held directly by PAR Investment Partners, L.P. ("PIP").

These securities are held directly by PIP. PAR Group, L.P. ("PAR Group") is the general partner of PIP. PAR Group disclaims beneficial

(2) ownership of these securities except to the extent of the pecuniary interest, if any, in such securities as a result of PAR Group's general partner interest in PIP and contingent right to a performance based advisory fee.

These securities are held directly by PIP. PAR Capital Management, Inc. ("PCM") is the general partner of PAR Group. PCM disclaims

(3) beneficial ownership of these securities except to the extent of the pecuniary interest, if any, in such securities as a result of PCM's general partner interest in PAR Group.

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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