

SOUTHWEST AIRLINES CO  
 Form 4  
 May 22, 2014

**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 \*  
**KELLY GARY C**

(Last) (First) (Middle)

**SOUTHWEST AIRLINES  
 CO., 2702 LOVE FIELD DRIVE**

(Street)

**DALLAS, TX 75235-1908**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SOUTHWEST AIRLINES CO  
 [LUV]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/20/2014**

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)  
**COB, Pres., & 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/21/2014		S	100	D	\$ 25.071	779,358 D
Common Stock	05/21/2014		S	200	D	\$ 25.072	779,158 D
Common Stock	05/21/2014		S	6,559	D	\$ 25.08	772,599 D
Common Stock	05/21/2014		S	400	D	\$ 25.082	772,199 D
Common Stock	05/21/2014		S	4,300	D	\$ 25.09	767,899 D

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Common Stock	05/21/2014	S	200	D	\$ 25.092	767,699	D
Common Stock	05/21/2014	S	200	D	\$ 25.095	767,499	D
Common Stock	05/21/2014	S	1,825	D	\$ 25.1	765,674	D
Common Stock	05/21/2014	S	300	D	\$ 25.101	765,374	D
Common Stock	05/21/2014	S	700	D	\$ 25.102	764,674	D
Common Stock	05/21/2014	S	300	D	\$ 25.105	764,374	D
Common Stock	05/21/2014	S	4,900	D	\$ 25.11	759,474	D
Common Stock	05/21/2014	S	800	D	\$ 25.112	758,674	D
Common Stock	05/21/2014	S	100	D	\$ 25.115	758,574	D
Common Stock	05/21/2014	S	1,100	D	\$ 25.12	757,474	D
Common Stock	05/21/2014	S	100	D	\$ 25.122	757,374	D
Common Stock	05/21/2014	S	900	D	\$ 25.15	756,474	D
Common Stock	05/21/2014	S	100	D	\$ 25.152	756,374	D
Common Stock	05/21/2014	S	1,326	D	\$ 25.16	755,048	D
Common Stock	05/21/2014	S	74	D	\$ 25.17	754,974	D
Common Stock	05/21/2014	S	100	D	\$ 25.182	754,874	D

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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY GARY C SOUTHWEST AIRLINES CO. 2702 LOVE FIELD DRIVE DALLAS, TX 75235-1908	X		COB, Pres., & CEO	

## Signatures

/s/ Tim Whisler, on behalf of and as attorney-in-fact for Gary C. Kelly 05/22/2014

\*\*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).

### Remarks:

Form 2 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.