

American Airlines Group Inc.  
Form 4  
December 09, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**HORTON THOMAS W**

2. Issuer Name and Ticker or Trading Symbol  
**American Airlines Group Inc. [AAL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4333 AMON CARTER BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
12/09/2013

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FORT WORTH, TX 76155

(City) (State) (Zip)

**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)
Common Stock	12/09/2013		D	468,099	0	D	
Common Stock	12/09/2013		A	31,147	31,147	D	
Common Stock	12/09/2013		A	170,722 (2)	\$ 0 201,869	D	
Common Stock	12/09/2013		F(3)	71,618	\$ 22.55 130,251	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**

SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.7	12/09/2013		D	59,200	<u>(4)</u> 03/29/2016	Common Stock	59,200
Stock Appreciation Right	\$ 23.21	12/09/2013		D	38,500	<u>(4)</u> 07/24/2016	Common Stock	38,500
Stock Appreciation Right	\$ 28.59	12/09/2013		D	34,800	<u>(4)</u> 07/23/2017	Common Stock	34,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORTON THOMAS W 4333 AMON CARTER BLVD. FORT WORTH, TX 76155		X		

## 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 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 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

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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 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.
- (5)

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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