

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 *
EBERWEIN ELISE R

(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)
EVP People and Communications

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 | | 186,998 | A | 186,998 |
| Common Stock | 12/09/2013 | | A | | 268,559 | A | \$ 0 |

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

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Stock Appreciation Right | \$ 7.62 | 12/09/2013 | | A | | 117,287 | | <u>(4)</u> | 04/11/2019 | Common Stock | 11 |
| Stock Appreciation Right | \$ 8.14 | 12/09/2013 | | A | | 95,714 | | <u>(5)</u> | 04/20/2018 | Common Stock | 95 |
| Stock Appreciation Right | \$ 7.42 | 12/09/2013 | | A | | 119,200 | | 12/09/2013 | 04/14/2017 | Common Stock | 11 |
| Stock Appreciation Right | \$ 4.02 | 12/09/2013 | | A | | 25,000 | | 12/09/2013 | 09/10/2016 | Common Stock | 25 |
| Stock Appreciation Right | \$ 3.1 | 12/09/2013 | | A | | 74,666 | | 12/09/2013 | 04/08/2016 | Common Stock | 74 |
| Stock Appreciation Right | \$ 6.7 | 12/09/2013 | | A | | 51,020 | | 12/09/2013 | 08/05/2015 | Common Stock | 51 |
| Stock Appreciation Right | \$ 8.84 | 12/09/2013 | | A | | 26,020 | | 12/09/2013 | 04/09/2018 | Common Stock | 26 |
| Stock Appreciation Right | \$ 45.01 | 12/09/2013 | | A | | 12,500 | | 12/09/2013 | 04/11/2017 | Common Stock | 12 |
| Stock Appreciation Right | \$ 38.44 | 12/09/2013 | | A | | 12,500 | | 12/09/2013 | 04/19/2016 | Common Stock | 12 |
| Stock Appreciation Right | \$ 27.55 | 12/09/2013 | | A | | 55,000 | | 12/09/2013 | 11/02/2015 | Common Stock | 55 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EBERWEIN ELISE R 4333 AMON CARTER BLVD. FORT WORTH, TX 76155 | | | EVP People and Communications | |

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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