

SOUTHWEST AIRLINES CO  
Form 8-K  
May 21, 2009

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 05/19/2009**

**Southwest Airlines Co.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-7259**

**Texas**  
(State or other jurisdiction of  
incorporation)

**74-1563240**  
(IRS Employer  
Identification No.)

**P.O. Box 36611, Dallas, Texas 75235-1611**  
(Address of principal executive offices, including zip code)

**(214) 792-4000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On May 19, 2009, the Company documented and closed the second tranche of a two tranche sale and leaseback transaction with a third party aircraft lessor for the sale and leaseback of a total of six of the Company's Boeing 737-700 aircraft. On that date, the Company sold three of its Boeing 737-700 aircraft for a total of approximately \$104 million and immediately leased the aircraft back for sixteen years. Under the terms of the lease agreements, the Company will continue to operate and maintain the aircraft. The Company will make monthly payments aggregating approximately \$4.4 million for these aircraft for the first six months of the leases, which payments are based on the six-month LIBOR rate as of May 14, 2009. Payments under the lease agreements will be reset every six months based on changes in the six-month LIBOR rate. The lease agreements contain standard termination events, including termination upon a breach of the Company's obligations to make rental payments and upon any other material breach of the Company's obligations under the leases, and standard maintenance and return condition provisions. Upon a termination of the lease upon a breach by the Company, the Company would be liable for standard contractual damages, possibly including damages suffered by the lessor in connection with remarketing the aircraft or while the aircraft is not leased to another party.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Southwest Airlines Co.

Date: May 21, 2009

By: /s/ Laura Wright

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Laura Wright  
Senior Vice President - Finance and Chief Financial Officer