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SOUTHWEST AIRLINES CO  
Form 8-A12B/A  
April 25, 2001

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-A  
AMENDMENT NO. 3  
(File No. 1-7259)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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SOUTHWEST AIRLINES CO.  
(Exact name of registrant as specified in its charter)

TEXAS  
(State of Incorporation or organization)

74-1563240  
(I.R.S. Employer  
Identification Number)

P.O. BOX 36611  
DALLAS, TEXAS  
(Address of principal executive offices)

75235-1611  
(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
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Name of each exchange on which  
each class is to be registered  
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COMMON SHARE RIGHTS

NEW YORK STOCK EXCHANGE

If this Form relates to the registration of a class of securities  
pursuant to Section 12(b) of the Exchange Act and is effective  
pursuant to General Instruction A.(c), check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. [ ]

Securities to be registered pursuant to Section 12(g) of the Act: NONE

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On or about March 15, 2001, the Board of Directors of the Company

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approved an Amendment No. 1 (the "Amendment") to its Amended and Restated Rights Agreement dated as of July 18, 1996 (the "Rights Agreement"). The Board amended the Rights Agreement to (a) accelerate the Final Expiration Date (as defined in the Rights Agreement) and (b) to make the provisions of such agreement inapplicable to certain fully-financed cash tender offers (as more fully described in the Amendment) for the common stock of the Company. This Amendment No. 3 to Form 8-A is filed to reflect such Amendment.

Item 2. Exhibit.

1. Amendment No. 1 to the Amended and Restated Rights Agreement dated as of March 15, 2001.

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SIGNATURE

Pursuant to the requirements of Section 12 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: April 25, 2001

By: /s/ Gary C. Kelly

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Gary C. Kelly  
Vice President - Finance and  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

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EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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1. Amendment No. 1 to the Amended and Restated Rights Agreement dated as of March 15, 2001.

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