

Care.com Inc
 Form 4
 December 30, 2016

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 *
 CapitalG LP

(Last) (First) (Middle)

1600 AMPHITHEATRE
 PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Care.com Inc [CRCM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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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) The Convertible Preferred Stock, Series A, par value \$0.001 per share (the "Convertible Preferred Stock"), is convertible at any time and has no expiration date. The Issuer may mandatorily convert the Convertible Preferred Stock into Common Stock (i) at any time after the seventh anniversary of June 29, 2016 (the "Closing Date"), and (ii) between the fifth anniversary and the seventh anniversary of the Closing Date, if certain conditions are met.

(2) Holders of the Convertible Preferred Stock are entitled to cumulative dividends, whether or not declared by the Issuer's board of directors, at the rate of 5.50% per annum during the period from the Closing Date to the seventh anniversary of the Closing Date. Such dividends are payable semi-annually in arrears on June 29 and December 29 of each year, by increasing the liquidation preference of each share of Convertible Preferred Stock. Accordingly, the liquidation preference of each share of Convertible Preferred Stock increased on December 29, 2016, such that the number of shares of Convertible Preferred Stock held directly by CapitalG LP remained the same, but are now convertible into 4,535,679 shares of Common Stock.

(3) CapitalG LP directly holds shares of the Convertible Preferred Stock. CapitalG GP LLC, the general partner of CapitalG LP, Google Inc., the managing member of CapitalG GP LLC, and Alphabet Inc., the sole stockholder of Google Inc., may each be deemed to have sole power to vote and dispose of these shares. Each of CapitalG GP LLC, Google Inc., and Alphabet Inc. disclaims beneficial ownership of the Convertible Preferred Stock, except to the extent of any pecuniary interest therein.

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. and as Senior Vice President, The Americas, from 1991 to 1996. Age 51. M. Michele Burns Executive Vice President and Chief Financial Officer, August 2000 to date; Senior Vice President - Finance and Treasurer, February 2000 to August 2000; Vice President - Finance and Treasurer, September 1999 to February 2000; Vice President - Corporate Tax, January 1999 to September 1999. Ms. Burns was a partner at Arthur Andersen LLP from 1991 to January 1999. Age 44. Robert L. Colman Executive Vice President - Human Resources, October 1998 to date. Mr. Colman was an executive for the General Electric Corporation from October 1993 to October 1998, serving as Vice President - Human Resources for General Electric Aircraft Engines Business. Age 56. Vicki B. Escarra Executive Vice President and Chief Marketing Officer, May 2001 to date; Executive Vice President - Customer Service, July 1998 to May 2001; Senior Vice President - Airport Customer Service, November 1996 through June 1998; Vice President - Airport Customer Service, August 1996 through October 1996; Vice President - Reservation Sales and Distribution Planning, May 1996 through July 1996; Vice President - Reservation Sales, November 1994 to May 1996. Age 49. 17 PART II ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS Information required by this item is set forth under "Common Stock" and "Market Prices and Dividends" on page 58 of Delta's 2001 Annual Report to Shareowners, and is incorporated by reference. Under the Delta Air Lines, Inc. Directors' Deferred Compensation Plan ("Plan"), members of Delta's Board of Directors may defer for a specified period all or any part of their cash compensation earned as a director. A participating director may choose an investment return on the deferred amount from the investment return choices available under the Delta Family-Care Savings Plan, a qualified defined contribution pension plan for eligible Delta personnel. One of the investment return choices under the Delta Family-Care Savings Plan is a fund invested primarily in Delta's common stock ("Delta Common Stock Fund"). During the quarter ended December 31, 2001, participants in the Plan deferred \$35,500 in the Delta Common Stock Fund investment return choice (equivalent to 1,213 shares of Delta common stock at prevailing market prices). These transactions were not registered under the Securities Act of 1933, as amended, in reliance on Section 4(2) of that Act. ITEM 6. SELECTED FINANCIAL DATA Information required by this item is set forth on pages 56-57 of Delta's 2001 Annual Report to Shareowners, and is incorporated by reference. ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Information required by this item is set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 12-23, and in the related "Glossary of Defined Terms" on page 11, of Delta's 2001 Annual Report to Shareowners, and is incorporated by reference. ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Information required by this item is set forth under "Market Risks Associated With Financial Instruments" on pages 21-23, and in Notes 3, 4 and 5 of the Notes to the Consolidated Financial Statements on pages 33-37, respectively, of Delta's 2001 Annual Report to Shareowners, and is incorporated by reference. 18 ITEM 8. FINANCIAL

STATEMENTS AND SUPPLEMENTARY DATA Information required by this item is set forth on pages 24-54, and in "Report of Independent Public Accountants" (which includes an explanatory paragraph that describes an accounting change discussed in Note 4 of the Notes to the Consolidated Financial Statements) on page 55, of Delta's 2001 Annual Report to Shareowners, and is incorporated by reference. ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE The Audit Committee of Delta's Board of Directors annually considers and recommends to the Board the selection of Delta's independent public accountants. As recommended by Delta's Audit Committee, Delta's Board of Directors on March 6, 2002 decided to no longer engage Arthur Andersen LLP ("Andersen") as Delta's independent public accountants and engaged Deloitte & Touche LLP to serve as Delta's independent public accountants for 2002. The appointment of Deloitte & Touche LLP is subject to ratification by Delta's shareowners at the 2002 annual meeting scheduled for April 26, 2002. Andersen's reports on Delta's consolidated financial statements for the past two years did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. Andersen's report on Delta's consolidated financial statements for 2001 does not contain an adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope or accounting principles. During Delta's two most recent fiscal years and through the date of this Form 10-K, there were no disagreements with Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on Delta's consolidated financial statements for such years; and there were no reportable events, as listed in Item 304(a)(1)(v) of Regulation S-K. Delta provided Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16 to this Form 10-K is a copy of Andersen's letter stating its agreement with such statements. During Delta's two most recent fiscal years and through March 6, 2002, Delta did not consult Deloitte & Touche LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on Delta's consolidated financial statements, or any other matters or reportable events listed in Items 304(a)(2)(i) and (ii) of Regulation S-K. 19 PART III ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT Information required by this item is set forth under "Certain Information About Nominees" on pages 7-8, and under "Section 16 Beneficial Ownership Reporting Compliance" on page 32, of Delta's Proxy Statement dated March 25, 2002, and is incorporated by reference. Certain information regarding executive officers is contained in Part I of this Form 10-K. ITEM 11. EXECUTIVE COMPENSATION Information required by this item is set forth under "Compensation of Directors" on pages 10-11, under "Compensation Committee Interlocks and Insider Participation" on page 11, and on pages 19-26 (excluding the Stock Performance Graph on p. 26), of Delta's Proxy Statement dated March 25, 2002, and is incorporated by reference. ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS Information required by this item is set forth under "Beneficial Ownership of Securities" on pages 12-14 of Delta's Proxy Statement dated March 25, 2002, and is incorporated by reference. ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS Not applicable. 20 PART IV ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K (a)(1), (2). The financial statements and schedule required by this item are listed in the Index to Consolidated Financial Statements and Schedule on page 24 of this Form 10-K. (3). The exhibits required by this item are listed in the Exhibit Index on pages 29-32 of this Form 10-K. The management contracts and compensatory plans or arrangements required to be filed as an exhibit to this Form 10-K are listed as Exhibits 10.2 to 10.16 in the Exhibit Index. (b). During the quarter ended December 31, 2001, Delta filed the following Current Reports on Form 8-K, all of which were under Item 5 - Other Events and Regulation FD Disclosure: - A Form 8-K dated October 16, 2001 to file certain exhibits to Delta's Registration Statement on Form S-3 (File No. 333-65218); - A Form 8-K dated November 1, 2001 regarding Delta's September 2001 quarter financial results; - A Form 8-K dated December 4, 2001 regarding amendments to certain of Delta's credit agreements and the downgrade of the credit rating of Delta's senior unsecured debt; and - A Form 8-K dated December 21, 2001 regarding, among other things, a letter from Delta to certain investors and analysts concerning Delta's expected financial performance for the December 2001 quarter and a downgrade of the credit ratings of certain of Delta's debt securities. 21 SIGNATURES Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 27th day of March, 2002. DELTA AIR LINES, INC. By: /s/ Leo F. Mullin ----- Leo F. Mullin Chairman of the Board and Chief Executive Officer Pursuant to

the requirements of the Securities Exchange Act of 1934, this report has been signed below on the 27th day of March, 2002 by the following persons on behalf of the registrant and in the capacities indicated. Signature Title -----
 Edwin L. Artzt* Director ----- Edwin L. Artzt James L. Broadhead* Director -----
 James L. Broadhead Edward H. Budd* Director ----- Edward H. Budd /s/ M. Michele Burns
 Executive Vice President and ----- Chief Financial Officer M. Michele Burns (Principal Financial
 Officer and Principal Accounting Officer) R. Eugene Cartledge* Director ----- R. Eugene Cartledge
 22 Signature Title ----- Mary Johnston Evans* Director ----- Mary Johnston Evans George
 M.C. Fisher* Director ----- George M.C. Fisher David R. Goode* Director -----
 David R. Goode Gerald Grinstein* Director ----- Gerald Grinstein /s/ Leo F. Mullin Chairman of the
 Board and Chief ----- Executive Officer Leo F. Mullin (Principal Executive Officer) John F. Smith,
 Jr.* Director ----- John F. Smith, Jr. Joan E. Spero* Director ----- Joan E. Spero
 Andrew J. Young* Director ----- Andrew J. Young *By: /s/ Leo F. Mullin Attorney-In-Fact

----- Leo F. Mullin 23 INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND
 SCHEDULE REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS - Incorporated herein by reference to
 "Report of Independent Public Accountants" on page 55 of Delta's 2001 Annual Report to Shareowners. FINANCIAL
 STATEMENTS - All of which are incorporated herein by reference to Delta's 2001 Annual Report to Shareowners:
 Consolidated Balance Sheets - December 31, 2001 and 2000 Consolidated Statements of Operations for the years
 ended December 31, 2001, 2000 and 1999 Consolidated Statements of Cash Flows for the years ended December 31,
 2001, 2000 and 1999 Consolidated Statements of Shareowners' Equity for the years ended December 31, 2001, 2000
 and 1999 Notes to the Consolidated Financial Statements REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS
 ON SCHEDULE SCHEDULE SUPPORTING FINANCIAL STATEMENTS: Schedule Number II Valuation and
 Qualifying Accounts for the years ended December 31, 2001, 2000 and 1999 All other schedules have been omitted as
 not applicable. 24 REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS ON SCHEDULE To Delta Air Lines,
 Inc.: We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated
 financial statements included in Delta Air Lines, Inc.'s annual report to shareowners incorporated by reference in this
 Form 10-K and have issued our report thereon dated January 23, 2002. Our audits were made for the purpose of
 forming an opinion on those statements taken as a whole. The schedule listed in the accompanying index is the
 responsibility of the company's management, is presented for purposes of complying with the Securities and Exchange
 Commission's rules, and is not part of the basic financial statements. The schedule has been subjected to the auditing
 procedures applied in the audits of the basic financial statements and, in our opinion, fairly states in all material
 respects the financial data required to be set forth therein in relation to the basic consolidated financial statements
 taken as a whole. /s/ ARTHUR ANDERSEN LLP Atlanta, Georgia January 23, 2002 25 SCHEDULE II DELTA AIR
 LINES, INC. VALUATION AND QUALIFYING ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2001
 (Amounts in Millions) Column A Column B Column C Column D Column E Additions -----
 Balance at Charged to Charged to Other Balance at Beginning of Costs and Accounts- Deductions- End of Description
 Period Expenses Describe Describe Period -----
 DEDUCTION (INCREASE) IN THE BALANCE SHEET FROM THE ASSET TO WHICH IT APPLIES: Allowance
 for uncollectible accounts receivable \$ 31 \$18 - \$(6) (a) \$ 43 RESERVE FOR RESTRUCTURING AND OTHER
 NONRECURRING CHARGES: \$ 56 \$115 - (50)(b) \$ 121 (a) Represents write-off of accounts considered to be
 uncollectible, less collections. (b) Represents payments made. 26 SCHEDULE II DELTA AIR LINES, INC.
 VALUATION AND QUALIFYING ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2000 (Amounts in
 Millions) Column A Column B Column C Column D Column E Additions ----- Balance at
 Charged to Charged to Other Balance at Beginning of Costs and Accounts- Deductions- End of Description Period
 Expenses Describe Describe Period ----- DEDUCTION
 (INCREASE) IN THE BALANCE SHEET FROM THE ASSET TO WHICH IT APPLIES: Allowance for
 uncollectible accounts receivable \$ 39 \$ 15 -- \$ (23)(a) \$ 31 RESERVE FOR RESTRUCTURING AND OTHER
 NONRECURRING CHARGES: \$ 41 \$ 22 -- \$ (7)(b) \$ 56 (a) Represents write-off of accounts considered to be
 uncollectible, less collections. (b) Represents payments made. 27 SCHEDULE II DELTA AIR LINES, INC.
 VALUATION AND QUALIFYING ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 1999 (Amounts in
 Millions) Column A Column B Column C Column D Column E Additions ----- Balance at
 Charged to Charged to Other Balance at Beginning of Costs and Accounts- Deductions- End of Description Period

Expenses Describe Describe Period ----- DEDUCTION
(INCREASE) IN THE BALANCE SHEET FROM THE ASSET TO WHICH IT APPLIES: Allowance for uncollectible accounts receivable \$ 39 \$ 17 -- \$ (17) (a) \$ 39 RESERVE FOR RESTRUCTURING AND OTHER NONRECURRING CHARGES: \$ 39 \$ 21 -- \$ (19) (b) \$ 41 (a) Represents write-off of accounts considered to be uncollectible, less collections. (b) Represents payments made. 28 EXHIBIT INDEX 3.1. Delta's Certificate of Incorporation (Filed as Exhibit 3.1 to Delta's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998).* 3.2. Delta's By-Laws (Filed as Exhibit 3.2 to Delta's Annual Report on Form 10-K for the year ended June 30, 2000).* 4.1. Rights Agreement dated as of October 24, 1996, between Delta and First Chicago Trust Company of New York, as Rights Agent, as amended by Amendment No. 1 thereto dated as of July 22, 1999 (Filed as Exhibit 1 to Delta's Form 8-A/A Registration Statement dated November 4, 1996, and Exhibit 3 to Delta's Amendment No. 1 to Form 8-A/A Registration Statement dated July 30, 1999).* 4.2. Certificate of Designations, Preferences and Rights of Series B ESOP Convertible Preferred Stock and Series D Junior Participating Preferred Stock (Filed as part of Exhibit 3.1 of this Form 10-K). 4.3. Indenture dated as of March 1, 1983, between Delta and The Citizens and Southern National Bank, as trustee, as supplemented by the First and Second Supplemental Indentures thereto dated as of January 27, 1986 and May 26, 1989, respectively (Filed as Exhibit 4 to Delta's Registration Statement on Form S-3 (Registration No. 2-82412), Exhibit 4(b) to Delta's Registration Statement on Form S-3 (Registration No. 33-2972), and Exhibit 4.5 to Delta's Annual Report on Form 10-K for the year ended June 30, 1989).* 4.4. Third Supplemental Indenture dated as of August 10, 1998, between Delta and The Bank of New York, as successor trustee, to the Indenture dated as of March 1, 1983, as supplemented, between Delta and The Citizens and Southern National Bank of Florida, as predecessor trustee (Filed as Exhibit 4.5 to Delta's Annual Report on Form 10-K for the year ended June 30, 1998).* 4.5. Indenture dated as of April 30, 1990, between Delta and The Citizens and Southern National Bank of Florida, as trustee (Filed as Exhibit 4(a) to Amendment No. 1 to Delta's Registration Statement on Form S-3 (Registration No. 33-34523)).* 4.6. First Supplemental Indenture dated as of August 10, 1998, between Delta and The Bank of New York, as successor trustee, to the Indenture dated as of April 30, 1990, between Delta and The Citizens and Southern National Bank of Florida, as predecessor trustee (Filed as Exhibit 4.7 to Delta's Annual Report on Form 10-K for the year ended June 30, 1998).* 4.7. Indenture dated as of May 1, 1991, between Delta and The Citizens and Southern National Bank of Florida, as Trustee (Filed as Exhibit 4 to Delta's Registration Statement on Form S-3 (Registration No. 33-40190)).* 29 4.8. Credit Agreement dated as of May 2, 1997, by and among Delta, Certain Banks and NationsBank, N.A. (South), as Agent Bank (Filed as Exhibit 4.7 to Delta's Annual Report on Form 10-K for the year ended June 30, 1997).* 4.9. First Amendment dated as of October 27, 2000, to Credit Agreement dated as of May 2, 1997, by and among Delta, Certain Banks and Bank of America, N.A., successor to NationsBank, N.A. (South), as Agent Bank (Filed as Exhibit 4.1 to Delta's Current Report on Form 8-K dated November 7, 2000).* 4.10 Second Amendment dated as of November 9, 2001, to Credit Agreement dated as of May 2, 1997, by and among Delta, Certain Banks and Bank of America, N.A., successor to NationsBank, N.A. (South), as Agent Bank (Filed as Exhibit 99.1 to Delta's Current Report on Form 8-K dated December 4, 2001).* 4.11. Note Purchase Agreement dated February 22, 1990, among the Delta Family-Care Savings Plan, as Issuer, Delta, as Guarantor, and Various Lenders relating to the Guaranteed Serial ESOP Notes (Filed as Exhibit 10 to Delta's Current Report on Form 8-K dated April 25, 1990).* 4.12. Amendment No. 1 dated July 27, 1999, to the Note Purchase Agreement dated February 22, 1990, among the Delta Family-Care Savings Plan, as Issuer, Delta, as Guarantor, and Various Lenders relating to the Guaranteed Serial ESOP Notes (Filed as Exhibit 4.11 to Delta's Annual Report on Form 10-K for the year ended June 30, 1999).* 4.13. Indenture of Trust dated as of August 1, 1993, among Delta, Fidelity Management Trust Company, as ESOP Trustee, and Wilmington Trust Company, as Trustee, relating to the Guaranteed Serial ESOP Notes (Filed as Exhibit 4.12 to Delta's Annual Report on Form 10-K for the year ended June 30, 1993).* 4.14. Indenture dated as of December 14, 1999, between Delta and The Bank of New York, as Trustee, relating to \$500 million of 7.70% Notes due 2005, \$500 million of 7.90% Notes due 2009 and \$1 billion of 8.30% Notes due 2029. (Filed as Exhibit 4.2 to Delta's Registration Statement on Form S-4 (Registration No. 333-94991)).* Delta is not filing any other instruments evidencing any indebtedness because the total amount of securities authorized under any single such instrument does not exceed 10% of the total assets of Delta and its subsidiaries on a consolidated basis. Copies of such instruments will be furnished to the Securities and Exchange Commission upon request. 10.1. Sixth Amended and Restated Limited Partnership Agreement of WORLDSPAN, L.P. dated as of April 30, 1993 (Filed as Exhibit 10.6 to Delta's Annual Report on Form 10-K for the year ended June 30, 1993).* 10.2. Form of Non-Qualified Stock Option Award

Agreement, dated January 25, 1996, under Delta's 1989 Stock Incentive Plan (Filed as Exhibit 10.17 to Delta's Annual Report on Form 10-K for the year ended June 30, 1996).*

30 10.3. Form of Non-Qualified Stock Option Award Agreement, dated July 27, 2000, under Delta's 1989 Stock Incentive Plan (Filed as Exhibit 10.6 to Delta's Annual Report on Form 10-K for the year ended June 30, 2000).*

10.4. Form of Performance-Based Restricted Stock Award Agreement under Delta's 1989 Stock Incentive Plan. (Filed as Exhibit 10.7 to Delta's Annual Report on Form 10-K for the year ended June 30, 2000).*

10.5. Delta 2000 Performance Compensation Plan (Filed as Appendix A to Delta's Proxy Statement dated September 15, 2000).*

10.6. Forms of Executive Retention Protection Agreements for Certain Officers (Filed as Exhibit 10.16 of Delta's Annual Report on Form 10-K for the year ended June 30, 1997).*

10.7. Employment Agreement dated as of August 14, 1997, between Delta and Leo F. Mullin (Filed as Exhibit 10.1 to Delta's Quarterly Report on Form 10-Q for the quarter ended December 31, 1997).*

10.8. Non-Qualified Stock Option Award Agreement dated October 27, 1999, between Delta and Leo F. Mullin under Delta's 1989 Stock Incentive Plan (Filed as Exhibit 10.16 to Delta's Annual Report on Form 10-K for the year ended June 30, 2000).*

10.9. Employment Agreement dated June 5, 1998, between Delta and Frederick W. Reid (Filed as Exhibit 10.20 to Delta's Annual Report on Form 10-K for the year ended June 30, 1998).*

10.10. Employment Agreement dated September 17, 1998, between Delta and Robert L. Colman (Filed as Exhibit 10 to Delta's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998).*

10.11. 1991 Delta Excess Benefit Plan, The Delta Supplemental Excess Benefit Plan and Form of Senior Officer Excess Benefit Plan Agreement (Filed as Exhibit 10.18 to Delta's Annual Report on Form 10-K for the year ended June 30, 1992, and Exhibit 10.17 to Delta's Annual Report on Form 10-K for the year ended June 30, 1998).*

10.12. Directors' Deferred Compensation Plan, as amended (Filed as Exhibit 10.1 to Delta's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001).*

10.13. Directors' Charitable Award Program (Filed as Exhibit 10.3 to Delta's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997).*

10.14. Delta's Non-Employee Directors' Stock Plan (Filed as Exhibit 4.5 to Delta's Registration Statement on Form S-8 (Registration No. 33-65391)).*

10.15. Delta's Non-Employee Directors' Stock Option Plan, as amended (Filed as Exhibit 10.2 to Delta's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001).*

31 10.16 Form of Award Agreement dated October 22, 1998 under Delta's Non-Employee Directors' Stock Option Plan (Filed as Exhibit 10 to Delta's Quarterly Report on Form 10-Q for the quarter ended December 31, 1998).*

10.17. Purchase Agreement No. 2022 between The Boeing Company and Delta relating to Boeing Model 737-632/-732/-832 Aircraft (Filed as Exhibit 10.3 to Delta's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998).*/**

10.18. Purchase Agreement No. 2025 between The Boeing Company and Delta relating to Boeing Model 767-432ER Aircraft (Filed as Exhibit 10.4 to Delta's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998).*/**

10.19. Letter Agreements related to Purchase Agreements No. 2022 and/or No. 2025 between The Boeing Company and Delta (Filed as Exhibit 10.5 to Delta's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998).*/**

10.20. Aircraft General Terms Agreement between The Boeing Company and Delta (Filed as Exhibit 10.6 to Delta's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998).*/**

12. Statement regarding computation of ratio of earnings to fixed charges for the years ended December 31, 2001, 2000, 1999, 1998 and 1997.

13. Delta's 2001 Annual Report to Shareowners.

16. Letter from Arthur Andersen LLP to the Securities and Exchange Commission.

23. Consent of Arthur Andersen LLP.

24. Powers of Attorney. ----- *Incorporated by reference. **Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to Delta's request for confidential treatment.

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