

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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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 \*  
**KIRBY J SCOTT**

(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)  
President

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)
				(A) or (D) Price			
Common Stock	12/09/2013		A	354,019	A <u>1</u> 354,019	D	
Common Stock	12/09/2013		A	447,598 <u>(2)</u>	A \$ 0 801,617	D	

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

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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 Option (Right to Buy)	\$ 25.6	12/09/2013		A		20,625		12/09/2013	02/25/2014	Common Stock	20
Stock Appreciation Right	\$ 7.62	12/09/2013		A		206,346		<u>(4)</u>	04/11/2019	Common Stock	20
Stock Appreciation Right	\$ 8.14	12/09/2013		A		168,393		<u>(5)</u>	04/20/2018	Common Stock	16
Stock Appreciation Right	\$ 7.42	12/09/2013		A		126,025		12/09/2013	04/14/2017	Common Stock	12
Stock Appreciation Right	\$ 3.1	12/09/2013		A		237,919		12/09/2013	04/08/2016	Common Stock	23
Stock Appreciation Right	\$ 6.7	12/09/2013		A		95,753		12/09/2013	08/05/2015	Common Stock	95
Stock Appreciation Right	\$ 8.84	12/09/2013		A		70,881		12/09/2013	04/09/2018	Common Stock	70
Stock Appreciation Right	\$ 45.01	12/09/2013		A		31,500		12/09/2013	04/11/2017	Common Stock	31
Stock Appreciation Right	\$ 46.11	12/09/2013		A		37,500		12/09/2013	10/02/2016	Common Stock	37
Stock Appreciation Right	\$ 38.44	12/09/2013		A		18,000		12/09/2013	04/19/2016	Common Stock	18
Stock Appreciation Right	\$ 19.3	12/09/2013		A		82,500		12/09/2013	09/27/2015	Common Stock	82

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRBY J SCOTT 4333 AMON CARTER BLVD. FORT WORTH, TX 76155			President	

## 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.  
  
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.
- (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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