

American Airlines Group Inc.
Form 4
December 09, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KRAEMER RICHARD C

(Last) (First) (Middle)

4333 AMON CARTER BLVD.

(Street)

FORTH 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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/09/2013		A	V	65,858 A <u>11</u>	65,858 D	
Common Stock	12/09/2013		A	V	6,000 A <u>11</u>	6,000 I	by Chartwell Capital Investments, LLP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: American Airlines Group Inc. - Form 4

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.45	12/09/2013		A	4,125	12/09/2013 05/15/2017	Common Stock	4,125
Stock Option (Right to Buy)	\$ 46.63	12/09/2013		A	4,125	12/09/2013 05/17/2016	Common Stock	4,125
Stock Option (Right to Buy)	\$ 10.74	12/09/2013		A	4,125	12/09/2013 05/18/2015	Common Stock	4,125
Stock Option (Right to Buy)	\$ 24.61	12/09/2013		A	4,125	12/09/2013 05/20/2014	Common Stock	4,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAEMER RICHARD C 4333 AMON CARTER BLVD. FORTH WORTH, TX 76155		X		

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).

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.

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.

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.