

ALASKA AIR GROUP INC  
Form POS AM  
April 08, 2005

As filed with the Securities and Exchange Commission on April 8, 2005

Registration No. 333-107177

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

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**POST-EFFECTIVE AMENDMENT NO. 5  
TO  
FORM S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**ALASKA AIR GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**91-1292054**  
(I.R.S. Employer  
Identification No.)

**19300 International Boulevard  
Seattle, Washington 98188  
(206) 392-5040**

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

**Bradley D. Tilden**  
**Executive Vice President/ Finance and Chief Financial Officer**  
**19300 International Boulevard**  
**Seattle, Washington 98188**  
**(206) 392-5040**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copy to:*

**Karen K. Dreyfus, Esq.**  
**O Melveny & Myers LLP**  
**2765 Sand Hill Road**  
**Menlo Park, California 94025**  
**Telephone: (650) 473-2600**  
**Facsimile: (650) 473-2601**

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Approximate date of commencement of proposed sale to the public: This post-effective amendment deregisters those senior convertible notes due 2023 and any shares of common stock into which such notes are convertible that remain unsold hereunder as of the date hereof.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**TERMINATION OF OFFERING UNDER REGISTRATION STATEMENT**

Alaska Air Group, Inc., a Delaware corporation (the Registrant ), registered the public offer and sale from time to time pursuant to Rule 415 of the Securities Act of 1933, as amended, of \$150,000,000 aggregate principal amount of senior convertible notes due 2023 (the Notes ) and such indeterminate number of shares of the Registrant s common stock issuable upon conversion of the Notes (the Common Stock ) pursuant to Registration Statement No. 333-107177, originally filed with the Securities and Exchange Commission on July 18, 2003 (as amended, the Registration Statement ) and declared effective on September 26, 2003. The Registration Statement was subsequently amended by Post-Effective Amendment No. 1, filed March 11, 2004, Post-Effective Amendment No. 2, filed April 15, 2004, Post-Effective Amendment No. 3, filed May 21, 2004 and Post-Effective Amendment No. 4, filed June 3, 2004, each of which were declared effective on June 4, 2004. The Registrant s contractual obligation to maintain the effectiveness of the Registration Statement has expired.

Pursuant to an undertaking made in Item 17 of the Registration Statement, the Registrant hereby terminates the Registration Statement and removes from registration all of the Notes and Common Stock issuable upon conversion of the Notes that were registered under the Registration Statement and remain unsold as of the date hereof. To date, \$2,575,000 aggregate principal amount of the Notes remain unsold.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on the 8<sup>th</sup> day of April, 2005.

**ALASKA AIR GROUP, INC.**

By: /s/ William S. Ayer  
 Name: William S. Ayer  
 Title: Chairman, President and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 5 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	
<p>/s/ William S. Ayer</p> <hr/> <p>William S. Ayer</p>	<p>Chairman, President, Chief                      Executive Officer and Director                      (Principal Executive Officer)</p>	<p>April 8, 2005</p>
<p>/s/ Bradley D. Tilden</p> <hr/> <p>Bradley D. Tilden</p>	<p>Executive Vice                      President/Finance and Chief                      Financial Officer (Principal                      Financial Officer)</p>	<p>April 8, 2005</p>
<p>/s/ Brandon S. Pedersen</p> <hr/> <p>Brandon S. Pedersen</p>	<p>Staff Vice President/Finance                      and Controller (Principal                      Accounting Officer)</p>	<p>April 8, 2005</p>
<p>Patricia M. Bedient</p> <hr/> <p>*</p>	<p>Director</p>	
<p>Phyllis J. Cambell</p> <hr/> <p>*</p>	<p>Director</p>	<p>April 8, 2005</p>
<p>Mark R. Hamilton</p> <hr/> <p>*</p>	<p>Director</p>	<p>April 8, 2005</p>
<p>Bruce R. Kennedy</p> <hr/>	<p>Director</p>	<p>April 8, 2005</p>

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Jessie J. Knight, Jr.      Director

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R. Marc Langland      Director

April 8, 2005

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Dennis F. Madsen      Director

_____ Byron I. Mallott	Director	
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_____ John V. Rindlaub	Director	April 8, 2005
*		
_____ J. Kenneth Thompson	Director	April 8, 2005
*		
_____ Richard A. Wien	Director	April 8, 2005

By: /s/ Bradley D. Tilden  
Bradley D. Tilden  
Attorney-In-Fact