

American Airlines Group Inc.

Form 4

December 10, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSE MATTHEW K

(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		D	1,000 D	0	D	
Common Stock	12/09/2013		A	2,804 A	2,804	D	

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
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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)**

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(2)</u>	<u>(3)</u>	12/09/2013		D		41,157.58		<u>(4)</u>	<u>(4)</u>	Common Stock	41,157.58

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSE MATTHEW K 4333 AMON CARTER BLVD. FORTH WORTH, TX 76155			X	

Signatures

/s/ Kenneth W. Wimberly, Power of Attorney
12/10/2013

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 the fourth amended joint plan of reorganization filed by AMR Corporation ("AMR") and certain of AMR's direct and indirect domestic subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan"), the Common Stock of American Airlines Group Inc. (formerly AMR) reported as disposed of herein was cancelled and retired and ceased to exist at the effective time of the
- (1) merger pursuant to that certain Agreement and Plan of Merger, dated as of February 13, 2013, as amended, by and among AMR, AMR Merger Sub, Inc. and US Airways Group, Inc. (the "Merger"). The Common Stock of American Airlines Group Inc. reported as acquired herein was acquired by the Reporting Person in connection with such person's holdings of AMR Common Stock and vested derivative securities of AMR prior to the effective time of the Merger, in accordance with and pursuant to the terms of the Plan.
 - (2) Each phantom stock unit is the economic equivalent of one share of Common Stock of AMR Corporation.
 - (3) Pursuant to the Plan, the derivative securities of American Airlines Group Inc. (formerly AMR) reported as disposed of herein were cancelled at the effective time of the Merger. The Common Stock of American Airlines Group Inc. reported as acquired herein was acquired by the Reporting Person in connection with such person's holdings of AMR Common Stock and vested derivative securities of AMR prior to the effective time of the Merger, in accordance with and pursuant to the terms of the Plan.
 - (4) Exercise/expiration dates of Phantom Stock Units are determined upon the Director's cessation of service on the Board.

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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