

ALASKA AIR GROUP, INC.

Form 4

December 09, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SPRAGUE JOSEPH A

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALASKA AIR GROUP, INC.  
[ALK]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
19300 INTERNATIONAL BLVD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SR VP/COMM & EXT RELATIONS

SEATTLE, WA 98188

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK 401(K) <u>(1)</u>								7,049	I
ESOP TRUST									
RESTRICTED STOCK UNIT <u>(2)</u>								6,620	D
COMMON STOCK	12/07/2016		M		170	A	\$ 38.755	19,688	D
COMMON STOCK	12/07/2016		M		1,410	A	\$ 48.945	21,098	D
	12/07/2016		M		882	A	\$ 65.37	21,980	D

COMMON  
STOCK

COMMON STOCK	12/07/2016	S	9,482 (6)	D	\$ 87.2348	12,498	D
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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)

**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 Underlying Security (Instr. 3 and 4)
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						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
EMPLOYEE STOCK OPTION (RT TO BUY)	\$ 38.755	12/07/2016		M		170	02/11/2015 <sup>(3)</sup>	02/11/2024	COMMON STOCK
EMPLOYEE STOCK OPTION (RT TO BUY)	\$ 48.945	12/07/2016		M		1,410	05/12/2015 <sup>(4)</sup>	05/12/2024	COMMON STOCK
EMPLOYEE STOCK OPTION (RT TO BUY)	\$ 65.37	12/07/2016		M		882	02/10/2016 <sup>(5)</sup>	02/10/2025	COMMON STOCK

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SPRAGUE JOSEPH A  
19300 INTERNATIONAL BLVD  
SEATTLE, WA 98188

SR VP/COMM & EXT RELATIONS

## Signatures

/S/ JEANNE E GAMMON, ATTORNEY-IN-FACT FOR JOSEPH A. SPRAGUE

12/09/2016

\_\_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) COMMON SHARES HELD IN THE ALASKA AIR GROUP INC. EMPLOYEE STOCK OWNERSHIP 401(K) PLAN TRUST, AS OF 12/31/15.
- (2) STOCK UNITS AWARDED UNDER ALASKA AIR GROUP'S 2008 PERFORMANCE INCENTIVE PLAN; SUBJECT TO FORFEITURE.
- (3) REMAINING OPTIONS VEST AS FOLLOWS: 840 ON 02/11/2017 AND 840 ON 02/11/2018.
- (4) REMAINING OPTIONS VEST AS FOLLOWS: 704 ON 05/12/2017 AND 706 ON 05/12/2018.
- (5) REMAINING OPTIONS VEST AS FOLLOWS: 883 ON 02/10/2017; 882 ON 02/10/2018; AND 883 ON 02/10/2019.

THE PRICE REPORTED IN COLUMN 4 IS A WEIGHTED AVERAGE PRICE. THESE SHARES SOLD IN MULTIPLE TRANSACTIONS AT PRICES RANGING FROM \$86.9831 TO \$87.9525, INCLUSIVE. THE REPORTING PERSON

- (6) UNDERTAKES TO PROVIDE TO ALASKA AIR GROUP, ANY SECURITY HOLDER OF ALASKA AIR GROUP, OR THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, UPON REQUEST, FULL INFORMATION REGARDING THE NUMBER OF SHARES SOLD AT EACH SEPARATE PRICE WITHIN THE RANGES SET FORTH IN THIS FOOTNOTE.

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.