

American Airlines Group Inc.

Form 4

April 13, 2015

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 *
PARKER W DOUGLAS

(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)

Chairman of the Board and CEO

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	Amount (1) (2) 1,630 (A) or (D) A	\$ 0 (2) 1,485,707 (3)	D	
Common Stock	01/09/2014		A	Amount (1) (4) 3,232 (A) or (D) A	\$ 0 (4) 1,488,939	D	
Common Stock	02/10/2014		A	Amount (1) (5) 4,288 (A) or (D) A	\$ 0 (5) 1,493,227	D	
Common Stock	03/10/2014		A	Amount (1) (6) 4,513 (A) or (D) A	\$ 0 (6) 1,497,740	D	
Common Stock	04/10/2014		A	Amount (1) (7) 4,566 (A) or (D) A	\$ 0 (7) 1,502,306	D	

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

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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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER W DOUGLAS 4333 AMON CARTER BLVD FORT WORTH, TX 76155	X		Chairman of the Board and CEO	

Signatures

Caroline B. Ray/Power of Attorney 04/13/2015

__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).

The sole purpose of this filing is to report the 18,229 shares reported as acquired in the table above that were previously unreported due to an administrative error and correct an administrative error that caused the number of shares Mr. Parker received on December 9, 2013 to be over-reported by 327 shares. The shares of Common Stock of American Airlines Group Inc. reported as acquired herein were acquired by the reporting person in connection with such person's holdings of AMR Corporation Common Stock prior to the effective time of the merger (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated as of February 13, 2013, as amended, by and among AMR Corporation, AMR Merger Sub, Inc. and US Airways Group, Inc., in accordance with and pursuant to the terms of the Fourth Amended Joint Plan of Reorganization (the "Plan") filed by AMR Corporation and certain of its direct and indirect domestic subsidiaries under Chapter 11 of the United States Bankruptcy Code.

(2)

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Pursuant to the Plan, former holders of common stock of AMR Corporation received a distribution of shares of the issuer of approximately 0.0665 shares of the issuer's common stock for each share of AMR Corporation common stock held as of the effective date of the Plan.

- (3) The number of shares shown as beneficially owned reflects a decrease of 327 shares to correct an inadvertent over-reporting in the number of shares acquired on December 9, 2013 by Mr. Parker upon the closing of the Merger. This adjustment is intended to amend the number of shares shown as acquired and beneficially owned on the Form 4 filed on such date.

- (4) Pursuant to the Plan, former holders of common stock of AMR Corporation received a distribution of shares of the issuer of approximately 0.1319 shares of the issuer's common stock for each share of AMR Corporation common stock held as of the effective date of the Plan.

- (5) Pursuant to the Plan, former holders of common stock of AMR Corporation received a distribution of shares of the issuer of approximately 0.1750 shares of the issuer's common stock for each share of AMR Corporation common stock held as of the effective date of the Plan.

- (6) Pursuant to the Plan, former holders of common stock of AMR Corporation received a distribution of shares of the issuer of approximately 0.1842 shares of the issuer's common stock for each share of AMR Corporation common stock held as of the effective date of the Plan.

- (7) Pursuant to the Plan, former holders of common stock of AMR Corporation received a distribution of shares of the issuer of approximately 0.1863 shares of the issuer's common stock for each share of AMR Corporation common stock held as of the effective date of the Plan.

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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