

RODGERS JOE M
Form 4
February 04, 2003

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Joe M. Rodgers
P. O. Box 158838
TN, Nashville 37215-8838

2. Issuer Name and Ticker or Trading Symbol

AMR Corporation (AMR)

3. IRS or Social Security Number of Reporting Person (Voluntary)

419-40-8019

4. Statement for Month/Day/Year

1/31/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Trans- action	2A. Exec- ution	3. Trans- action	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
	Date	Date	Code	Amount	A/ D Price

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Phantom Stock	N/A	1/31/ 21	A	2743.9	A	N/A	Common stock	2743.9
units 1		1003						

Explanation of Responses:

1. Phantom stock units ("PSUs) are deferred compensation. During the deferral period retainers and meeting fees are converted into PSUs based upon the average market value of AMR common stock during the deferral month.

SIGNATURE OF REPORTING PERSON

Joe M. Rodgers

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