

SOUTHWEST AIRLINES CO

Form 4

February 23, 2017

FORM 4UNITED 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY GARY C

(Last) (First) (Middle)

**SOUTHWEST AIRLINES
CO., 2702 LOVE FIELD DRIVE**

(Street)

DALLAS, TX 75235-1908

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**SOUTHWEST AIRLINES CO
[LUV]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

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 & 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)
				(A) or (D)	Price		
Common Stock				Code V Amount		69,883 ⁽¹⁾	I By Family Trust
Common Stock						69,891 ⁽²⁾	I By Family Trust
Common Stock	02/21/2017		F	5,609 D	\$ 57.86	619,456	D
Common Stock	02/21/2017		F	9,872 D	\$ 57.86	609,584	D

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Common Stock	02/22/2017	M	100,000	A	\$ 6.75	709,584	D
Common Stock	02/22/2017	F	1,736	D	\$ 57.57	707,848	D
Common Stock	02/22/2017	S	300	D	\$ 57.15	707,548	D
Common Stock	02/22/2017	S	500	D	\$ 57.16	707,048	D
Common Stock	02/22/2017	S	100	D	\$ 57.17	706,948	D
Common Stock	02/22/2017	S	200	D	\$ 57.18	706,748	D
Common Stock	02/22/2017	S	600	D	\$ 57.19	706,148	D
Common Stock	02/22/2017	S	200	D	\$ 57.2	705,948	D
Common Stock	02/22/2017	S	96	D	\$ 57.21	705,852	D
Common Stock	02/22/2017	S	3,604	D	\$ 57.22	702,248	D
Common Stock	02/22/2017	S	200	D	\$ 57.225	702,048	D
Common Stock	02/22/2017	S	780	D	\$ 57.23	701,268	D
Common Stock	02/22/2017	S	300	D	\$ 57.231	700,968	D
Common Stock	02/22/2017	S	100	D	\$ 57.235	700,868	D
Common Stock	02/22/2017	S	2,020	D	\$ 57.24	698,848	D
Common Stock	02/22/2017	S	1,000	D	\$ 57.25	697,848	D
Common Stock	02/22/2017	S	100	D	\$ 57.254	697,748	D
Common Stock	02/22/2017	S	900	D	\$ 57.26	696,848	D
Common Stock	02/22/2017	S	100	D	\$ 57.261	696,748	D
Common Stock	02/22/2017	S	3,279	D	\$ 57.27	693,469	D
	02/22/2017	S	200	D		693,269	D

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Common Stock					\$ 57.271		
Common Stock	02/22/2017	S	1,921	D	\$ 57.28	691,348	D
Common Stock	02/22/2017	S	200	D	\$ 57.281	691,148	D
Common Stock	02/22/2017	S	3,700	D	\$ 57.29	687,448	D
Common Stock	02/22/2017	S	400	D	\$ 57.291	687,048	D
Common Stock	02/22/2017	S	500	D	\$ 57.295	686,548	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 6.75	02/22/2017		M	100,000	<u>(3)</u> 02/01/2019	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLY GARY C SOUTHWEST AIRLINES CO. 2702 LOVE FIELD DRIVE DALLAS, TX 75235-1908	X Chairman of the Board & CEO

Signatures

Tim Whisler, on behalf of and as attorney-in-fact for Gary C.
Kelly

02/23/2017

__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) These shares are held in trust for the reporting person and his descendants. The reporting person is trustee of the trust.
- (2) These shares are held in trust for the benefit of the reporting person's spouse and descendants. The reporting person's spouse is trustee of the trust.
- (3) The option was 100% vested at the time of exercise.

Remarks:

Form 1 of 5

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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