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

FORM 10-Q

[x]Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended March 31, 2000.

[ ]Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period From to .

Commission file number 1-8400.

AMR Corporation
(Exact name of registrant as specified in its charter)

Delaware	75-1825172
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
4333 Amon Carter Blvd. Fort Worth, Texas	76155
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (817) 963-1234

Not Applicable
(Former name, former address and former fiscal year , if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, $1 par value - 149,684,717 as of May 5, 2000.

INDEX

AMR CORPORATION

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

AMR CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited) (In millions, except per share amounts)

	Three Months Ended March 31, 2000	1999
Revenues		
Passenger - American Airlines, Inc.	$ 3,770	$ 3,320
- AMR Eagle	338	271
Cargo	167	145
Other revenues	302	271
Total operating revenues	4,577	4,007
Expenses		
Wages, salaries and benefits	1,617	1,467
Aircraft fuel	553	349
Depreciation and amortization	288	253
Maintenance, materials and repairs	271	257
Commissions to agents	257	288
Other rentals and landing fees	237	229
Food service	185	167
Aircraft rentals	153	160
Other operating expenses	804	791
Total operating expenses	4,365	3,961
Operating Income	212	46
Other Income (Expense)		
Interest income	32	24
Interest expense	(119)	(93)
Interest capitalized	38	33
Miscellaneous - net	(6)	30
	(55)	(6)
Income from Continuing Operations Before Income Taxes	157	40
Income tax provision	68	23
Income from Continuing Operations	89	17
Income from Discontinued Operations, Net of Applicable Income Taxes and Minority Interest	43	77
Gain on Sale of Discontinued Operations, Net of Applicable Income Taxes	-	64
Net Earnings	$ 132	$ 158

Continued on next page.

AMR CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS (CONTINUED)
(Unaudited) (In millions, except per share amounts)

	Three Months Ended March 31, 2000	1999
Earnings Per Common Share		
Basic		
Income from Continuing Operations	$ 0.60	$ 0.11
Discontinued Operations	0.29	0.88
Net Earnings	$ 0.89	$ 0.99
Diluted		
Income from Continuing Operations	$ 0.57	$ 0.11
Discontinued Operations	0.29	0.85
Net Earnings	$ 0.86	$ 0.96
Number of Shares Used in Computation		
Basic	149	159
Diluted	154	164

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited) (In millions)

	March 31, 2000	December 31, 1999
Assets		
Current Assets		
Cash	$ 76	$ 85
Short-term investments	1,893	1,706
Receivables, net	1,493	1,134
Inventories, net	717	708
Deferred income taxes	612	612
Other current assets	208	179
Total current assets	4,999	4,424
Equipment and Property		
Flight equipment, net	11,771	11,323
Other equipment and property, net	1,466	1,433
Purchase deposits for flight equipment	1,573	1,582
	14,810	14,338
Equipment and Property Under Capital Leases		
Flight equipment, net	1,825	1,851
Other equipment and property, net	99	98
	1,924	1,949
Route acquisition costs, net	880	887
Other assets, net	1,701	2,776
	$ 24,314	$ 24,374
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 1,231	$ 1,115
Accrued liabilities	1,818	1,956
Air traffic liability	2,758	2,255
Current maturities of long-term debt	241	302
Current obligations under capital leases	231	236
Total current liabilities	6,279	5,864
Long-term debt, less current maturities	4,018	4,078
Obligations under capital leases, less currrent obligations	1,526	1,611
Deferred income taxes	1,886	1,846
Other liabilities, deferred gains, deferred credits and postretirement benefits	4,183	4,117
Stockholders' Equity		
Common stock	182	182
Additional paid-in capital	3,047	3,061
Treasury stock	(2,075)	(2,101)
Accumulated other comprehensive income	(2)	(2)
Retained earnings	5,270	5,718
	6,422	6,858
	$ 24,314	$24,374

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (In millions)

	Three Months Ended March 31, 2000	1999
Net Cash Provided by Operating Activities	$ 521	$ 152
Cash Flow from Investing Activities:		
Capital expenditures, including purchase deposits for flight equipment	(781)	(965)
Net decrease (increase) in short-term investments	(187)	614
Acquisitions and other investments	-	(55)
Proceeds from:		
Dividend from Sabre, Inc. (Sabre)	559	-
Sale of equipment and property	80	18
Sale of discontinued operations	-	259
Sale of other investments	-	31
Net cash used for investing activities	(329)	(98)
Cash Flow from Financing Activities:		
Payments on long-term debt and capital lease obligations	(306)	(120)
Repurchase of common stock	-	(405)
Proceeds from:		
Issuance of long-term debt	97	83
Exercise of stock options	8	4
Short-term loan from Sabre	-	300
Sale-leaseback transactions	-	54
Net cash used for financing activities	(201)	(84)
Net decrease in cash	(9)	(30)
Cash at beginning of period	85	87
Cash at end of period	$ 76	$ 57
Cash Payments For:		
Interest	$ 77	$ 72
Income taxes	28	10
Activities Not Affecting Cash:		
Distribution of Sabre shares to AMR shareholders	$ 581	$ -
Capital lease obligations incurred	-	54

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, these financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position, results of operations and cash flows for the periods indicated. Results of operations for the periods presented herein are not necessarily indicative of results of operations for the entire year. The balance sheet at December 31, 1999 has been derived from the audited financial statements at that date. The results of operations, cash flows and net assets for Sabre, Inc. (Sabre), AMR Services, AMR Combs and TeleService Resources have been reflected in the consolidated financial statements as discontinued operations (see Note 5 below), including restatement of this information previously reported in the March 31, 1999 Form 10-Q. For further information, refer to the consolidated financial statements and footnotes thereto included in the AMR Corporation (AMR or the Company) Annual Report on Form 10-K for the year ended December 31, 1999.

2. Accumulated depreciation of owned equipment and property at March 31, 2000 and December 31, 1999, was $7.6 billion and $7.4 billion, respectively. Accumulated amortization of equipment and property under capital leases at March 31, 2000 and December 31, 1999, was $1.3 billion.

3. As discussed in the notes to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 1999, the Miami International Airport Authority is currently remediating various environmental conditions at Miami International Airport (Airport) and funding the remediation costs through landing fee revenues. Future costs of the remediation effort may be borne by carriers operating at the Airport, including American Airlines, Inc. (American), a wholly-owned subsidiary of the Company, through increased landing fees and/or other charges. In addition, the Company is subject to environmental issues at various other airport and non-airport locations. Management believes, after considering a number of factors, that the ultimate disposition of these environmental issues is not expected to materially affect the Company's consolidated financial position, results of operations, or cash flows. Amounts recorded for environmental issues are based on the Company's current assessments of the ultimate outcome and, accordingly, could increase or decrease as these assessments change.

4. As of March 31, 2000, the Company had commitments to acquire the following aircraft: 77 Boeing 737-800s, 22 Boeing 777-200IGWs, 83 Embraer EMB-135s and 25 Bombardier CRJ-700s. In addition, in May 2000, the Company announced its agreement to purchase 20 Boeing 757-200 aircraft and retire five McDonnell Douglas MD-90 aircraft. Deliveries of all aircraft continue through 2006. Payments for all aircraft will approximate $1.8 billion during the remainder of 2000, $2.3 billion in 2001, $650 million in 2002 and an aggregate of approximately $1.0 billion in 2003 through 2006.

5. During the first quarter of 1999, the Company completed the sales of AMR Services, AMR Combs and TeleService Resources. As a result of these sales, the Company recorded a gain of approximately $64 million, net of income taxes of approximately $19 million.

   Effective after the close of business on March 15, 2000, AMR distributed 0.722652 shares of Sabre Class A common stock for each share of AMR stock owned by AMR's shareholders. The record date for the dividend of Sabre stock was the close of business on March 1, 2000. In addition, on February 18, 2000, Sabre paid a special one-time cash dividend of $675 million to shareholders of record of Sabre common stock at the close of business on February 15, 2000. Based upon its approximate 83 percent interest in Sabre, AMR received approximately $559 million of this dividend. These funds will be used for general corporate purposes, including the acquisition of aircraft. The dividend of AMR's entire ownership interest in Sabre's common stock resulted in a reduction to AMR's retained earnings in March of 2000 equal to the carrying value of the Company's investment in Sabre on March 15, 2000, which approximated $581 million. In addition, effective March 15, 2000, the Company reduced the exercise price and increased the number of stock options and awards by approximately 18 million to offset the dilution to the holders, which occurred as a result of the spin-off. These changes were made to keep the holders in the same economic position as before the spin-off.

This dilution adjustment was determined in accordance with Emerging Issues Task Force Consensus No. 90-9, "Changes to Fixed Employee Stock Option Plans as a Result of Equity Restructuring," and accordingly, had no impact on earnings.

The results of operations for Sabre, AMR Services, AMR Combs and TeleService Resources have been reflected in the consolidated statements of operations as discontinued operations. The net assets of Sabre of approximately $1.0 billion were classified in the condensed consolidated balance sheet as of December 31, 1999 in other assets. Other summarized financial information of the discontinued operations is as follows (in millions):

	Three Months Ended March 31, 2000	1999
Sabre		
Revenues	$ 542	$ 638
Minority interest	10	16
Income taxes	36	56
Net income	43	77
AMR Services, AMR Combs and TeleService Resources		
Revenues	$ -	$ 97
Income taxes	-	-
Net income	-	-

6. In connection with a secondary offering by Equant N.V. in February 1999, the Company sold approximately 923,000 depository certificates for a pre-tax gain of $66 million. Of this amount, approximately 489,000 depository certificates, or a pre-tax gain of $35 million, related to depository certificates held by the Company on behalf of Sabre and is included in income from discontinued operations on the condensed consolidated statements of operations.

7. The following table sets forth the computations of basic and diluted earnings per share (in millions, except per share data):

	Three Months Ended March 31, 2000	1999
Numerator:		
Income from continuing operations - numerator for basic and diluted earnings per share	$ 89	$ 17
Denominator:		
Denominator for basic earnings per share - weighted-average shares	149	159
Effect of dilutive securities:		
Employee options and shares	14	12
Assumed treasury shares purchased	(9)	(7)
Dilutive potential common shares	5	5
Denominator for diluted earnings per share - adjusted weighted-average shares	154	164
Basic earnings per share from continuing operations	$ 0.60	$ 0.11
Diluted earnings per share from continuing operations	$ 0.57	$ 0.11

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

RESULTS OF OPERATIONS

For the Three Months Ended March 31, 2000 and 1999

Summary AMR's income from continuing operations during the first quarter of 2000 was $89 million, or $0.57 per common share diluted, as compared to $17 million, or $0.11 per common share diluted, for the same period in 1999. AMR's operating income of $212 million increased $166 million compared to the same period in 1999. AMR's first quarter 1999 results include a labor disagreement that disrupted the Company's operations and negatively impacted the Company's 1999 net earnings by an estimated $140 million, or $0.85 per common share diluted, partially offset by an approximate $19 million after-tax gain, or $0.12 per common share diluted, related to the sale of a portion of American's holdings in Equant, N.V. (Equant).

The Company's revenues increased $570 million, or 14.2 percent, in the first quarter of 2000 versus the same period last year. American's passenger revenues increased by 13.6 percent, or $450 million. American's yield (the average amount one passenger pays to fly one mile) of 13.95 cents increased by 6.2 percent compared to the same period in 1999. Domestic yields increased 6.1 percent from the first quarter of 1999. International yields increased 7.0 percent, primarily due to an increase of 22.6 percent, 6.7 percent and 5.3 percent in Pacific, Europe and Latin American yields, respectively. The increase in revenues was due primarily to a strong U.S. economy, which led to strong demand for air travel and a favorable pricing climate. In addition, the first quarter of 1999 includes a schedule disruption which impacted the Company's operations.

American's traffic or revenue passenger miles (RPMs) increased 6.8 percent to 27.0 billion miles for the quarter ended March 31, 2000, due primarily to the labor disagreement in the first quarter of 1999. American's capacity or available seat miles (ASMs) of 40.0 billion miles increased 6.1 percent compared to the first quarter of 1999. American's domestic traffic increased 5.4 percent on capacity increases of 5.1 percent and international traffic increased 10.2 percent on capacity growth of 8.6 percent. The increase in international traffic was driven by a 24.6 percent increase in traffic to the Pacific on capacity growth of 10.0 percent, a 12.2 percent increase in traffic to Europe on a capacity increase of 14.0 percent and a 6.4 percent increase in traffic to Latin America on capacity growth of 4.6 percent.

AMR Eagle's passenger revenues increased $67 million, or 24.7 percent, due primarily to the acquisition of Business Express, Inc. in March 1999.

Cargo revenues increased 15.2 percent, or $22 million, due primarily to the impact of the labor disagreement which impacted the Company's operations in the first quarter of 1999.

The Company's other revenues increased $31 million, or 11.4 percent, primarily as a result of higher employee travel service charges and increased administrative service charges and code-share revenues.

The Company's operating expenses increased 10.2 percent, or $404 million. American's cost per ASM increased 3.4 percent to 9.96 cents. Wages, salaries and benefits increased 10.2 percent, or $150 million, primarily due to an increase in the average number of equivalent employees, contractual wage rate and seniority increases that are built into the Company's labor contracts and an increase in the provision for profit-sharing and stock-based compensation. Aircraft fuel expense increased 58.5 percent, or $204 million, due to a 47.4 percent increase in American's average price per gallon and a 6.3 percent increase in American's fuel consumption. The increase in fuel expense is net of gains of approximately $122 million recognized during the first quarter of 2000 related to the Company's fuel hedging program. Depreciation and amortization expense increased $35 million, or 13.8 percent, due to the addition of new aircraft. Commissions to agents decreased 10.8 percent, or $31 million, despite an increase of approximately 14 percent in passenger revenues, due primarily to the benefit from the international base commission structure change implemented in October 1999 and a decrease in the percentage of commissionable transactions. Food service increased 10.8 percent, or $18 million, due primarily to an increase in passengers boarded and rate increases.

Other Income (Expense) increased $49 million due primarily to a $26 million increase in interest expense resulting from an increase in long-term debt, partially offset by an increase of $8 million in interest income as a result of higher investment balances. In addition, in March 1999, the Company recognized a $31 million gain on the sale of a portion of American's interest in Equant.

OPERATING STATISTICS

	Three Months Ended March 31, 2000	Three Months Ended March 31, 1999
American Airlines		
Revenue passenger miles (millions)	27,022	25,290
Available seat miles (millions)	40,020	37,703
Cargo ton miles (millions)	546	431
Passenger load factor	67.5%	67.1%
Breakeven load factor	63.7%	66.4%
Passenger revenue yield per passenger mile (cents)	13.95	13.13
Passenger revenue per available seat mile (cents)	9.42	8.81
Cargo revenue yield per ton mile (cents)	30.32	33.18
Operating expenses per available seat mile (cents)	9.96	9.63
Fuel consumption (gallons, in millions)	730	687
Fuel price per gallon (cents)	72.1	48.9
Fuel price per gallon, excluding fuel taxes (cents)	66.6	44.6
Operating aircraft at period-end	703	683
AMR Eagle		
Revenue passenger miles (millions)	861	706
Available seat miles (millions)	1,514	1,211
Passenger load factor	58.9%	58.3%
Operating aircraft at period-end	271	256

Operating aircraft at March 31, 2000, included:

American Airlines Aircraft:	
Airbus A300-600R	35
Boeing 727-200	67
Boeing 737-800	28
Boeing 757-200	102
Boeing 767-200	8
Boeing 767-200 Extended Range	22
Boeing 767-300 Extended Range	49
Boeing 777-200IGW	15
Fokker 100	75
McDonnell Douglas DC-10-10	3
McDonnell Douglas DC-10-30	5
McDonnell Douglas MD-11	10
McDonnell Douglas MD-80	279
McDonnell Douglas MD-90	5
Total	703

AMR Eagle Aircraft:	
ATR 42	31
Embraer 135	12
Embraer 145	50
Super ATR	43
Saab 340	110
Saab 340B Plus	25
Total	271

Average aircraft age is 10.8 years for American's aircraft and 6.4 years for AMR Eagle aircraft.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities in the three-month period ended March 31, 2000 was $521 million, an increase of $369 million over the same period in 1999. This increase resulted primarily from an increase in the air traffic liability due to higher advanced sales and an increase in income from continuing operations, partially offset by an increase in accounts receivable as compared to the same period in 1999. Capital expenditures for the first three months of 2000 were $781 million, and included the acquisition of four Boeing 777-200IGWs, four Boeing 737-800s, five Embraer 145s and three Embraer 135 aircraft. These capital expenditures were financed with internally generated cash and the $559 million of cash received from the Sabre dividend, except for the Embraer aircraft acquisitions, which were funded through secured debt agreements.

As of March 31, 2000, the Company had commitments to acquire the following aircraft: 77 Boeing 737-800s, 22 Boeing 777-200IGWs, 83 Embraer EMB-135s and 25 Bombardier CRJ-700s. In addition, in May 2000, the Company announced its agreement to purchase 20 Boeing 757-200 aircraft and retire five McDonnell Douglas MD-90 aircraft. Deliveries of all aircraft continue through 2006. Payments for all aircraft will approximate $1.8 billion during the remainder of 2000, $2.3 billion in 2001, $650 million in 2002 and an aggregate of approximately $1.0 billion in 2003 through 2006. The Company expects to fund its remaining 2000 capital expenditures from the Company's existing cash and short-term investments, internally generated cash, and new financing depending upon capital market conditions and the Company's evolving view of its long-term needs.

DALLAS LOVE FIELD

In 1968, as part of an agreement between the cities of Fort Worth and Dallas to build and operate Dallas/Fort Worth Airport (DFW), a bond ordinance was enacted by both cities (the Bond Ordinance). The Bond Ordinance required both cities to direct all scheduled interstate passenger operations to DFW and was an integral part of the bonds issued for the construction and operation of DFW. In 1979, as part of a settlement to resolve litigation with Southwest Airlines, the cities agreed to expand the scope of operations allowed under the Bond Ordinance at Dallas' Love Field. Congress enacted the Wright Amendment to prevent the federal government from acting inconsistent with this agreement. The Wright Amendment limited interstate operations at Love Field to the four states contiguous to Texas (New Mexico, Oklahoma, Arkansas, and Louisiana) and prohibited through ticketing to any destination outside that perimeter. In 1997, without the consent of either city, Congress amended the Wright Amendment by (i) adding three states (Kansas, Mississippi, and Alabama) to the perimeter and (ii) removing some federal restrictions on large aircraft configured with 56 seats or less (the 1997 Amendment).

In October 1997, the City of Fort Worth filed suit in state district court against the City of Dallas and others seeking to enforce the Bond Ordinance. Fort Worth contends that the 1997 Amendment does not preclude the City of Dallas from exercising its proprietary rights to restrict traffic at Love Field in a manner consistent with the Bond Ordinance and, moreover, that Dallas has an obligation to do so. American joined in this litigation. On October 15, 1998, the state district court granted summary judgment in favor of Fort Worth and American, which summary judgment is being appealed to the Fort Worth Court of Appeals. In the same lawsuit, DFW filed claims alleging that irrespective of whether the Bond Ordinance is enforceable, the DFW Use Agreement prohibits American and other DFW signatory airlines from moving any interstate operations to Love Field. These claims remain unresolved.

Dallas filed a separate declaratory judgment action in the United States District Court for the Northern District of Texas, Dallas Division, seeking to have the court declare that, as a matter of law, the 1997 Amendment precludes the City of Dallas from exercising any restrictions on operations at Love Field. Further, in May 1998, Continental Airlines and Continental Express filed a lawsuit in Dallas federal court seeking a judicial declaration that the Bond Ordinance cannot be enforced to prevent them from operating flights from Love Field to Cleveland using regional jets. These two federal court lawsuits were consolidated and stayed.

In December 1998, the Department of Transportation (DOT) issued an order on the federal law questions concerning the Bond Ordinance, local proprietary powers, DFW's Use Agreement with DFW carriers such as American, and the Wright and 1997 Amendments, and concluded that the Bond Ordinance was preempted by federal law and was therefore not enforceable. The DOT also found that the DFW Use Agreement did not preclude American from conducting interstate operations at Love Field. Fort Worth, American and DFW appealed the DOT's order to the Fifth Circuit Court of Appeals, and on February 1, 2000, the Fifth Circuit affirmed the DOT's order in all respects. On March 3, 2000, Fort Worth filed a petition for writ of certiorari with the United States Supreme Court asking the Court to review the Fifth Circuit's decision. On May 1, 2000, American similarly filed a petition for writ of certiorari with the United States Supreme Court asking the Court to review the Fifth Circuit's decision to the extent it found that the Bond Ordinance's restrictions on service at Love Field are preempted. On May 1, 2000, DFW also filed a petition for writ of certiorari asking the Supreme Court to review the portion of the Fifth Circuit decision that found that the DFW Use Agreement was preempted to the extent that it precludes DFW signatory carriers from operating interstate service at Love Field.

In January 2000, the Department of Justice, at the behest of the DOT, filed a lawsuit in the United States District Court for the Northern District of Texas, Dallas Division, against Fort Worth and American seeking to enforce the DOT's order and to prevent any party from interfering with any carrier operating under that order. DOT subsequently filed a motion for summary judgement which American and Fort Worth are opposing.

On May 1, 2000 American commenced new service from Love Field to Chicago and Los Angeles using space leased from Continental Express through May 28, 2000. American is seeking facilities at Love Field from the City of Dallas to use for this new service starting May 29, 2000. As a result of the foregoing, the future of interstate flight operations at Love Field and American's DFW hub are uncertain. An increase in operations at Love Field to new interstate destinations and/or the inability of American to effectively compete at Love Field could adversely impact American's business.

FORWARD-LOOKING INFORMATION

Statements in this report contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent the Company's expectations or beliefs concerning future events. When used in this report, the words "expects," "plans," "anticipates," and similar expressions are intended to identify forward-looking statements. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward- looking statement, whether as a result of new information, future events or otherwise. Forward-looking statements are subject to a number of factors that could cause actual results to differ materially from our expectations. Additional information concerning these and other factors is contained in the Company's Securities and Exchange Commission filings, included but not limited to the Form 10-K for the year ended December 31, 1999.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in market risk from the information provided in Item 7A. Quantitative and Qualitative Disclosures About Market Risk of the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

In connection with its frequent flyer program, American was sued in several purported class action cases currently pending in the Circuit Court of Cook County, Illinois. In Wolens et al. v. American Airlines, Inc. and Tucker v. American Airlines, Inc. (hereafter, "Wolens"), plaintiffs seek money damages and attorneys' fees claiming that a change made to American's AAdvantage program in May 1988, which limited the number of seats available to participants travelling on certain awards, breached American's agreement with its AAdvantage members. (Although the Wolens complaint originally asserted several state law claims, only the plaintiffs' breach of contract claim remains after the U.S. Supreme Court ruled that the Airline Deregulation Act preempted the other claims). In Gutterman et al. v. American Airlines, Inc. (hereafter, "Gutterman"), plaintiffs also seek money damages and attorneys' fees claiming that the February 1995 increase in the award mileage required to claim a certain AAdvantage travel award breached the agreement between American and its AAdvantage members. On June 23, 1998, the court certified the Gutterman case as a class action, although to date no notice has been sent to the class.

In February 2000, American and the Wolens and Gutterman plaintiffs reached a settlement of both lawsuits. Pursuant to the agreement, American and the plaintiffs agreed to ask the court to consolidate the Wolens and Gutterman lawsuits for purposes of settlement. Further, American and the Wolens plaintiffs agreed to ask the court to certify a Wolens class of AAdvantage members who had at least 35,000 unredeemed AAdvantage miles as of December 31, 1988. In addition, American and the Gutterman plaintiffs agreed to ask the court to decertify the existing Gutterman class and to certify a new Gutterman class of AAdvantage members who as of December 31, 1993 (a) had redeemed 25,000 or 50,000 AAdvantage miles for certain AAdvantage awards and/or (b) had at least 4,700 unredeemed new miles in his or her account that were earned before January 1, 1992. Depending upon certain factors, Wolens and Gutterman class members will be entitled to receive certificates entitling them to mileage off certain AAdvantage awards or dollars off certain American fares.

As part of the settlement, American agreed to pay the Wolens and Gutterman plaintiffs' attorneys and the cost of administering the settlement, which amounts were accrued as of December 31, 1999. In consideration for the relief provided for in the settlement agreement, Wolens and Gutterman class members will release American from all claims arising from any changes that American has made to the AAdvantage program and reaffirming American's right to make changes to the AAdvantage program in the future. On May 2, 2000, the court preliminarily approved the settlement and authorized sending notice of the settlement to class members. Before the settlement can become effective, the court must give final approval of the settlement agreement after providing any objectors an opportunity to be heard.

On August 7, 1998, a purported class action was filed against American Airlines in state court in Travis County, Texas (Boon Ins. Agency v. American Airlines, Inc., et al.) claiming that the $75 reissuance fee for changes to non-refundable tickets is an unenforceable liquidated damages clause and seeking a refund of the fee on behalf of all passengers who paid it, as well as interest and attorneys' fees. On September 23, 1998, Continental, Delta, and America West were added as defendants to the lawsuit. On February 2, 1999, prior to any discovery being taken and a class being certified, the court granted the defendants' motion for summary judgment holding that Plaintiff's claims are preempted by the Airline Deregulation Act. Plaintiff has filed an appeal of the dismissal of the lawsuit. On March 30, 2000, the Texas Court of Appeals in Austin affirmed the granting of defendants' motion for summary judgment.

PART II

Item 1. Legal Proceedings (Continued)

On May 20, 1999, several class action lawsuits filed against the Allied Pilots Association (APA) seeking compensation for passengers and cargo shippers adversely affected by a labor disagreement that disrupted operations in February 1999 were consolidated in the United States District Court for the Northern District of Texas, Dallas Division (In re Allied Pilots Association Class Action Litigation). Plaintiffs are not seeking to hold American independently liable. Instead, Plaintiffs named American as a defendant because American has a $45.5 million judgment against the APA. APA filed cross claims against American alleging that American must indemnify pilots who put themselves on the sick list. APA also filed a motion to dismiss all claims against it. A United States District Court Magistrate recommended that the court dismiss all the claims in the lawsuit, concluding that certain claims are preempted by federal law and that certain other claims should be brought in state court, rather than federal court. The Magistrate's recommendations are pending before the court. American is vigorously defending all claims against it.

On July 26, 1999, a class action lawsuit was filed, and in November 1999 an amended complaint was filed, against AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, Airlines Reporting Corporation, and the Sabre Group Holdings, Inc. in the United States District Court for the Central District of California, Western Division (Westways World Travel, Inc. v. AMR Corp., et al.). The lawsuit alleges that requiring travel agencies to pay debit memos to American for violations of American's fare rules (by customers of the agencies) (1) breaches the Agent Reporting Agreement between American and American Eagle and plaintiffs, (2) constitutes unjust enrichment, and (3) violates the Racketeer Influenced and Corrupt Organizations Act of 1970 (RICO). The as yet uncertified class includes all travel agencies who have been or will be required to pay monies to American for debit memos for fare rules violations from July 26, 1995 to the present. Plaintiffs seek to enjoin American from enforcing the pricing rules in question and to recover the amounts paid for debit memos, plus treble damages, attorneys' fees, and costs. Defendants' motion to dismiss all claims is pending. American intends to vigorously defend the lawsuit.

On May 13, 1999, the United States (through the Antitrust Division of the Department of Justice) sued AMR Corporation, American Airlines, Inc., and AMR Eagle Holding Corporation in federal court in Wichita, Kansas. The lawsuit alleges that American unlawfully monopolized or attempted to monopolize airline passenger service to and from Dallas/Fort Worth International Airport (DFW) by increasing service when new competitors began flying to DFW, and by matching these new competitors' fares. The Department of Justice seeks to enjoin American from engaging in the alleged improper conduct and to impose restraints on American to remedy the alleged effects of its past conduct. American intends to defend the lawsuit vigorously.

Between May 14, 1999 and June 7, 1999, seven class action lawsuits were filed against AMR Corporation, American Airlines, Inc., and AMR Eagle Holding Corporation in the United States District Court in Wichita, Kansas seeking treble damages under federal and state antitrust laws, as well as injunctive relief and attorneys' fees. (King v. AMR Corp., et al.; Smith v. AMR Corp., et al.; Team Electric v. AMR Corp., et al.; Warren v. AMR Corp., et al.; Whittier v. AMR Corp., et al.; Wright v. AMR Corp., et al.; and Youngdahl v. AMR Corp., et al.). Collectively, these lawsuits allege that American unlawfully monopolized or attempted to monopolize airline passenger service to and from DFW by increasing service when new competitors began flying to DFW, and by matching these new competitors' fares. Two of the suits (Smith and Wright) also allege that American unlawfully monopolized or attempted to monopolize airline passenger service to and from DFW by offering discounted fares to corporate purchasers, by offering a frequent flyer program, by imposing certain conditions on the use and availability of certain fares, and by offering override commissions to travel agents. The suits propose to certify several classes of consumers, the broadest of which is all persons who purchased tickets for air travel on American into or out of DFW since 1995 to the present. On November 10, 1999, the District Court stayed all of these actions pending developments in the case brought by the Department of Justice. As a result, to date no class has been certified. American intends to defend these lawsuits vigorously.

On March 1, 2000, American was served with a federal grand jury subpoena calling for American to produce documents relating to de-icing operations at DFW since 1992. American is not able at this time to determine either the full scope of the grand jury's investigation or American's role in the investigation. American intends to fully cooperate with the government's investigation.

PART II

Item 6. Exhibits and Reports on Form 8-K

The following exhibits are included herein:

12 Computation of ratio of earnings to fixed charges for the three months ended March 31, 2000 and 1999.

27.1 Financial Data Schedule as of March 31, 2000.

27.2 Restated Financial Data Schedule as of March 31, 1999.

On January 20, 2000, AMR filed a report on Form 8-K relative to a press release issued to report the Company's fourth quarter and full year 1999 earnings.

On February 9, 2000, AMR filed a report on Form 8-K relative to a press release issued to announce that the Company declared on February 7, 2000, its intent to distribute a dividend on all outstanding shares of AMR's common stock and to set the timeline for the Sabre spin-off.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

AMR CORPORATION

Date: May 11, 2000

BY: /s/ Thomas W. Horton
Thomas W. Horton
Senior Vice President and Chief
Financial Officer

Exhibit 12

AMR CORPORATION
Computation of Ratio of Earnings to Fixed Charges
(in millions)

	Three Months Ended March 31, 2000	Three Months Ended March 31, 1999
Earnings:		
Earnings from continuing operations before income taxes	$ 157	$ 40
Add: Total fixed charges (per below)	328	301
Less: Interest capitalized	38	33
Total earnings	$ 447	$ 308
Fixed charges:		
Interest	$ 115	$ 91
Portion on rental expense representative of the interest factor	209	208
Amortization of debt expense	4	2
Total fixed charges	$ 328	$ 301
Ratio of earnings to fixed charges	1.36	1.02

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3-MOS
DEC-31-2000
MAR-31-2000
76
1,893
1,532
39
717
4,999
25,614
8,880
24,314
6,279
5,544
0
0
1,154
5,268
24,314
0
4,577
0
4,365
0
0
119
157
68
89
43
0
0
132
.89
.86