

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Post-Effective Amendment No. 2 to  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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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 BOULEVARD  
FORT WORTH, TEXAS 76155  
(Address of Principal Executive Offices  
including Zip Code)

AMR CORPORATION  
1988 LONG TERM INCENTIVE PLAN, AS AMENDED  
(Full title of the Plan)

ANNE H. MCNAMARA, ESQ.  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
AMR CORPORATION  
4333 AMON CARTER BOULEVARD  
FORT WORTH, TEXAS 76155  
(817) 963-1234  
(Name, address and telephone number of agent for service)

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$1.00 per share	6,000,000(1)	(2)	None (3)	None (3)

(1) Consists of shares of Common Stock. The number of shares specified in Form S-8 Registration Statement No. 33-27866 shall be adjusted by the reason of any subsequent increase or decrease in the number of shares of Common Stock occurring at any time due to a stock split, stock dividend, recapitalization or other capital adjustments or contribution of capital or other assets to the registrant.

(2) Not applicable.

(3) No registration fee required.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the Registrant's Registration Statement on Form S-8 (Registration No. 33-27866) and the Post-Effective Amendment No. 1 thereto are hereby incorporated by reference in this Registration Statement.

The following additional information supplements and/or supersedes the information appearing in Registration No. 33-27866:

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

None.

Item 6. Indemnification of Directors and Officers

The Delaware General Corporation Law (the "Delaware Law") permits a Delaware corporation to include a provision in its Certificate of Incorporation, and the Company's Certificate of Incorporation so provides, eliminating or limiting the personal liability of a director to a corporation or its stockholders for monetary damages for breach of fiduciary duty as director, provided that such provision may not eliminate or limit the liability of a director (I) for any such of the director's duty of loyalty to the corporation or its stockholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (III) under Section 174 of the Delaware Law which makes directors personally liable for unlawful dividends or unlawful stock repurchases or redemptions or (IV) for any transaction from which the director derives an improper personal benefit.

Under Delaware Law and the Company's Certificate of Incorporation, directors and officers may be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation (a "derivative action")) if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. In derivative actions,

indemnification extends only to expenses (including attorneys' fees) incurred in connection with defense or settlement of such an action and, in the event such person shall have been adjudged to be liable to the corporation, only to the extent that a proper court shall have determined that such person is fairly and reasonably entitled to indemnity for such expenses.

The Company's officers and directors are also insured against claims arising out of the performance of their duties in the aforementioned capacities.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

The following additional exhibit is provided pursuant to

Item 8:

#### INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
----- 24.1	----- Additional Powers of Attorney (filed herewith).

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 33-27866 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas on the 8th day of May, 1998.

AMR CORPORATION

By: /s/ Anne H. McNamara

-----  
Anne H. McNamara  
Senior Vice President and  
General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures -----	Title -----	Date -----
* ----- Robert L. Crandall	Chairman of the Board, President and Chief Executive Officer; (Principal Executive Officer)	April 15, 1998
* ----- Gerard J. Arpey	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 15, 1998
* ----- David L. Boren	Director	April 15, 1998
* ----- Edward A. Brennan	Director	April 15, 1998

\* Director April 15, 1998

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Armando M. Codina

\* Director April 28, 1998

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Charles T. Fisher, III

\* Director April 15, 1998

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Earl G. Graves

\* Director April 15, 1998

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Dee J. Kelly

\* Director April 15, 1998

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Ann D. McLaughlin

\* Director April 15, 1998

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Charles H. Pistor, Jr.

\* Director April 15, 1998

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Joe M. Rodgers

\* Director April 15, 1998

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Judith Rodin

\* Director April 15, 1998

-----  
Maurice Segall

\* By: /s/ C. D. MarLett

-----  
C. D. MarLett  
Attorney-in-Fact

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Robert L. Crandall

-----  
Robert L. Crandall

Witness:

/s/ Charles D. MarLett

-----  
Charles D. MarLett

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Gerard J. Arpey  
-----  
Gerard J. Arpey

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett



POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ David L. Boren  
-----  
David L. Boren

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Edward A. Brennan  
-----  
Edward A. Brennan

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Armando M. Codina

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Armando M. Codina

Witness:

/s/ Charles D. MarLett

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Charles D. MarLett

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 28th day of April, 1998.

/s/ Charles T. Fisher, III  
-----  
Charles T. Fisher, III

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Earl G. Graves  
-----  
Earl G. Graves

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Dee J. Kelly  
-----  
Dee J. Kelly

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Ann D. McLaughlin  
-----  
Ann D. McLaughlin

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Charles H. Pistor, Jr.  
-----  
Charles H. Pistor, Jr.

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett



POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Joe M. Rodgers  
-----  
Joe M. Rodgers

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Judith Rodin  
-----  
Judith Rodin

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett

POWER OF ATTORNEY

The person whose signature appears below does hereby make, constitute and appoint Anne H. McNamara and Charles D. MarLett and each of them, with full power to act without the other, his or her true and lawful attorney-in-fact and agent, in his or her name, place and stead to execute on his or her behalf, as an officer and/or director of AMR Corporation (the "Company"), the Post-Effective Amendment No. 2 to the Form S-8 Registration Statement No. 33-27866 of the Company (the "Registration Statement") in connection with the Company's 1988 Long Term Incentive Plan, As Amended and any and all amendments (including post-effective amendments) to the Registration Statement, and file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Act"), and any and all other instruments which either of said attorneys-in-fact and agents deems necessary or advisable to enable the Company to comply with the Act, the rules, regulations and requirements of the SEC in respect thereof, and the securities or Blue Sky laws of any State or other governmental subdivision, giving and granting to each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing whatsoever necessary or appropriate to be done in and about the premises as fully to all intents as he or she might or could do if personally present at the doing thereof, with full power of substitution and resubstitution, hereby ratifying and confirming all that his or her said attorneys-in-fact and agents or substitutes may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand on this 15th day of April, 1998.

/s/ Maurice Segall  
-----  
Maurice Segall

Witness:

/s/ Charles D. MarLett  
-----  
Charles D. MarLett