

**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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KENNEDY GARY F</u>  (Last) (First) (Middle) <u>4333 AMON CARTER BLVD.</u>  (Street) <u>FORT WORTH TX 76155</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMR CORP [ AMR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP / General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	07/24/2006		A		35,000	A	\$0	166,985	D	
Common Stock <sup>(2)</sup>	07/24/2006		A		4,700	A	\$0	171,685	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Appreciation Rights <sup>(3)</sup>	\$23.21	07/24/2006		A		4,360	07/24/2007	07/24/2016	Common Stock	4,360	\$0 <sup>(4)</sup>	4,360	D	
Stock Appreciation Rights <sup>(3)</sup>	\$23.21	07/24/2006		A		4,360	07/24/2008	07/24/2016	Common Stock	4,360	\$0 <sup>(4)</sup>	4,360	D	
Stock Appreciation Rights <sup>(3)</sup>	\$23.21	07/24/2006		A		4,360	07/24/2009	07/24/2016	Common Stock	4,360	\$0 <sup>(4)</sup>	4,360	D	
Stock Appreciation Rights <sup>(3)</sup>	\$23.21	07/24/2006		A		4,360	07/24/2010	07/24/2016	Common Stock	4,360	\$0 <sup>(4)</sup>	4,360	D	
Stock Appreciation Rights <sup>(3)</sup>	\$23.21	07/24/2006		A		4,360	07/24/2011	07/24/2016	Common Stock	4,360	\$0 <sup>(4)</sup>	4,360	D	

**Explanation of Responses:**

- Performance Shares granted under the 2006/2008 Performance Share Plan and the 1998 Long Term Incentive Plan, as amended (the "LTIP"). The measurement period ends on 12/31/2008 with vesting dependent upon the total shareholder return (TSR) of AMR's common stock relative to competitors' TSR and the achievement of certain corporate objectives.
- Deferred shares granted under the LTIP. These shares will vest three years after the date of grant provided the recipient remains employed by AMR (or a subsidiary thereof) on such vesting date.
- Stock Appreciation Rights granted under the Stock Appreciation Right Agreement and the LTIP. It is contemplated that these rights will be settled in common stock.
- The price will be determined on the date of vesting/exercise, as appropriate.

**Remarks:**

Charles D. Marlett, Power of Attorney 07/25/2006

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.