

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>KERR DEREK J</b> _____ (Last) (First) (Middle) <b>4333 AMON CARTER BLVD.</b> _____ (Street) <b>FORT WORTH TX 76155</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>American Airlines Group Inc. [ AAL ]</b>			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) <b>Executive VP &amp; CFO</b>		
3. Date of Earliest Transaction (Month/Day/Year) <b>12/09/2013</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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	12/09/2013		A		192,869	A	(1)	192,869	D	
Common Stock	12/09/2013		A		268,559 <sup>(2)</sup>	A	\$0.00	461,424	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Appreciation Right	\$7.62	12/09/2013		A		117,287		(4)	04/11/2019	Common Stock	117,287	(3)	117,287	D		
Stock Appreciation Right	\$8.14	12/09/2013		A		95,714		(5)	04/20/2018	Common Stock	95,714	(3)	95,714	D		
Stock Appreciation Right	\$7.42	12/09/2013		A		119,200			12/09/2013	04/14/2017	Common Stock	119,200	(3)	119,200	D	
Stock Appreciation Right	\$3.1	12/09/2013		A		292,000			12/09/2013	04/08/2016	Common Stock	292,000	(3)	292,000	D	
Stock Appreciation Right	\$7.65	12/09/2013		A		25,000			12/09/2013	01/22/2016	Common Stock	25,000	(3)	25,000	D	
Stock Appreciation Right	\$6.7	12/09/2013		A		51,020			12/09/2013	08/05/2015	Common Stock	51,020	(3)	51,020	D	
Stock Appreciation Right	\$8.84	12/09/2013		A		26,020			12/09/2013	04/09/2018	Common Stock	26,020	(3)	26,020	D	
Stock Appreciation Right	\$45.01	12/09/2013		A		12,500			12/09/2013	04/11/2017	Common Stock	12,500	(3)	12,500	D	
Stock Appreciation Right	\$38.44	12/09/2013		A		12,500			12/09/2013	04/19/2016	Common Stock	12,500	(3)	12,500	D	
Stock Appreciation Right	\$19.3	12/09/2013		A		51,500			12/09/2013	09/27/2015	Common Stock	51,500	(3)	51,500	D	

**Explanation of Responses:**

- Pursuant to that certain Agreement and Plan of Merger, dated as of February 13, 2013 (as amended, the "Merger Agreement") by and among AMR Corporation, AMR Merger Sub, Inc. and US Airways Group, Inc. ("US Airways Group"), the Common Stock of US Airways Group held by the Reporting Person was cancelled and converted into the right to receive shares of Common Stock of American Airlines Group Inc. ("AAG") on a one-for-one basis at the effective time of the merger.
- Restricted Stock Units. The Reporting Person is entitled to receive one (1) share of Common Stock of AAL upon vesting of each Restricted Stock Unit.
- Pursuant to the Merger Agreement, securities of US Airways Group held by the Reporting Person were converted into equivalent securities of AAG on a one-for-one basis. Such AAG securities are subject to the same terms and conditions applicable to the US Airways Group securities immediately prior to the conversion, and in the case of stock options or stock appreciation rights ("SARs"), have an exercise price per share of AAG common stock equal to the exercise price per share of the US Airways Group stock options or SARs.
- The stock appreciation right vests in increments of one third on each of April 11, 2013, April 11, 2014, and April 11, 2015.
- The stock appreciation right vests in increments of one third on each of April 20, 2012, April 20, 2013 and April 20, 2014.

**Remarks:**

/s/ Kenneth W. Wimberly,  
Power of Attorney.

12/09/2013

\*\* 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.

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