

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON  
JANUARY 2, 1997

REGISTRATION NO. 333-02633

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

AMR CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE 75-1825172

(State or other jurisdiction (I.R.S. Employer  
of incorporation or Identification No.)  
organization)

P.O. Box 619616

DALLAS/FORT WORTH AIRPORT, TEXAS 75261-9616

(817) 963-1234

(Address, including ZIP code, and telephone number,  
including area code, of registrant's principal executive offices)

ANNE H. MCNAMARA, ESQ.  
SENIOR VICE PRESIDENT AND  
GENERAL COUNSEL  
AMR CORPORATION  
P.O. BOX 619616  
DALLAS/FORT WORTH AIRPORT,  
TEXAS 75261-9616  
(817) 963-1234

JOHN B. BRADY,  
JR., ESQ.  
DEBEVOISE &  
PLIMPTON  
875 THIRD AVENUE  
NEW YORK, NEW  
YORK 10022  
(212) 909-6000

Copy to:  
ROHAN S.  
WEERASINGHE, ESQ.  
SHEARMAN &  
STERLING  
599 LEXINGTON  
AVENUE  
NEW YORK, NEW  
YORK 10022  
(212) 848-4000

(Name, address, including ZIP code, and telephone number, including area  
code, of agents for service)

If the only securities being registered on this Form are  
being offered pursuant to dividend or interest reinvestment  
plans, please check the following box. [ ]

If any of the securities being registered on this Form are  
to be offered on a delayed or continuous basis pursuant to  
Rule 415 under the Securities Act of 1933, other than  
securities offered only in connection with dividend or  
interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for  
an offering pursuant to Rule 462(b) under the Securities  
Act, please check the following box and list the Securities  
Act registration statement number to the earlier effective  
registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to  
Rule 462(c) under the Securities Act, check the following  
box and list the Securities Act registration statement  
number of the earlier effective registration statement for  
the same offering. [ ]

If delivery of the prospectus is expected to be made  
pursuant to Rule 434, please check the following box. [ ]

## DEREGISTRATION OF SECURITIES

AMR Corporation (the "Registrant") by this Post-Effective Amendment No. 1 to its Registration Statement on Form S-3 (No. 333-02633) originally filed with the Securities Exchange Commission on April 19, 1996 (the "Registration Statement"), hereby withdraws from registration under the Securities Act of 1933, as amended (the "Act"), 343 shares of its Common Stock, par value \$1.00 per share (the "Common Stock"), registered under the Registration Statement.

## REASON FOR DEREGISTRATION

The Registrant called for redemption on May 20, 1996 (the "Redemption Date") all \$1,020,356,000 principal amount of its outstanding 6 1/8% Convertible Subordinated Quarterly Income Capital Securities due 2024 (the "Debentures"). In lieu of having their Debentures redeemed, holders of the Debentures could opt to convert their Debentures into the Common Stock at any time prior to May 17, 1996 (the "Conversion Date"). By the end of the Conversion Date, the holders of \$1,020,331,000 principal amount of the Debentures had elected conversion and had their Debentures converted into 12,915,556 shares of Common Stock (plus a small amount of cash in lieu of fractional shares). All of those 12,915,556 shares of Common Stock were registered on the Registration Statement. The Registrant redeemed the remaining \$25,000 in principal amount on the Redemption Date. Thus, the Registrant is hereby withdrawing from registration under the Act 343 of the 12,915,899 shares of Common Stock registered under the Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, AMR Corporation has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on this 2nd day of January, 1997.

## 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 below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	
ROBERT L. CRANDALL*	Chairman of the Board, President and Chief Executive Officer; Director (Principal Executive Officer)	
GERARD J. ARPEY*	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	
DAVID L. BOREN*	Director	
EDWARD A. BRENNAN*	Director	*By /s/ ANNE H. MCNAMARA Anne H. McNamara (Attorney-in-Fact)
		Date: January 2, 1997
ARMANDO M. CODINA*	Director	
CHRISTOPHER F. EDLEY*	Director	
CHARLES T. FISHER, III*	Director	
EARL G. GRAVES*	Director	
DEE J. KELLY*	Director	
ANN D. MCLAUGHLIN*	Director	
CHARLES H. PISTOR, JR.*	Director	
JOE M. RODGERS*	Director	
MAURICE SEGALL*	Director	