

As filed with the S.E.C. on May 8, 1998

Registration No. 33-60727

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-8

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 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
1994 DIRECTORS STOCK 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)

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	50,000(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. 33-60727 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. 33-60727) are hereby incorporated by reference in this Registration Statement.

The following additional information supplements and/or supersedes the information appearing in Registration No. 33-60727:

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.

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. 1 to Form S-8 Registration Statement No. 33-60727 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
* ----- Armando M. Codina	Director	April 15, 1998

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Director

April 28, 1998

Charles T. Fisher, III

*

Director

April 15, 1998

Earl G. Graves

*

Director

April 15, 1998

Dee J. Kelly

*

Director

April 15, 1998

Ann D. McLaughlin

*

Director

April 15, 1998

Charles H. Pistor, Jr.

*

Director

April 15, 1998

Joe M. Rodgers

*

Director

April 15, 1998

Judith Rodin

*

Director

April 15, 1998

Maurice Segall

* By: /s/ C. D. MarLett

C. D. MarLett
Attorney-in-Fact