

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* <u>KERR DEREK J</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>American Airlines Group Inc. [AAL]</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>Executive VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/07/2014		M		292,000	A	\$3.1	753,428 ⁽¹⁾	D	
Common Stock	02/07/2014		M		51,500	A	\$19.3	804,928	D	
Common Stock	02/07/2014		M		51,020	A	\$6.7	855,948	D	
Common Stock	02/07/2014		M		26,020	A	\$8.84	881,968	D	
Common Stock	02/07/2014		M		25,000	A	\$7.65	906,968	D	
Common Stock	02/07/2014		D		75,250	D	\$35.38	831,718	D	
Common Stock	02/07/2014		S		370,290	D	\$35.3356 ⁽²⁾	461,428	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 Rights	\$7.65	02/07/2014		M			25,000	12/09/2013	01/22/2016	Common Stock	25,000	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$3.1	02/07/2014		M			292,000	12/09/2013	04/08/2016	Common Stock	292,000	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$8.84	02/07/2014		M			26,020	12/09/2013	04/09/2018	Common Stock	26,020	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$6.7	02/07/2014		M			51,020	12/09/2013	08/05/2015	Common Stock	51,020	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$19.3	02/07/2014		M			51,500	12/09/2013	09/27/2015	Common Stock	51,500	\$0.0000	0.0000	D	

Explanation of Responses:

- Amount of Securities beneficially owned as reported on the Form 4 filed on December 9, 2013 was incorrect due to administrative error. The correct number is 461,428.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.30 to \$35.40 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Caroline B. Ray/Power of Attorney 02/11/2014

** 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.