

As filed with the Securities and Exchange Commission on
October 9, 1996

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMR CORPORATION
(Exact Name of Registrant as Specified in its
Charter)

| | |
|---|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 75-1825172 (I.R.S. Employer Identification No.) |
|---|---|

| | |
|--|--------------------------|
| P.O. Box 619616, Dallas/Fort Worth Airport, Texas (Address of Principal Executive Offices) | 75261-9616 (Zip Code) |
|--|--------------------------|

AMR CORPORATION
1994 Directors Stock Incentive Plan, As Amended
(Full Title of the Plan)

Anne H. McNamara
Senior Vice President and General Counsel
AMR Corporation
P.O. Box 619616
Dallas/Fort Worth Airport, Texas 75261-9616
(Name and Address of Agent for Service)

(817) 963-1234
(Telephone number, Including Area Code, of Agent for
Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registrati on Fee |
|---|-------------------------------|---|---|--------------------------------------|
| Common Stock, par value \$1.00 per share | 50,000 | \$82.31 | \$4,115,500 | \$1,286 |

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457 (h) based upon the average of the high and low prices of AMR Corporation Common Stock on October 7, 1996, as reported in a summary of composite transactions for securities listed on the New York Stock Exchange

This Registration Statement is being filed to register additional shares of the Common Stock, par value \$1.00 per share, of AMR Corporation (the "Company") issuable pursuant to the AMR Corporation 1994 Directors Stock Incentive Plan, as amended (the "Plan"). The contents of the Company's earlier Registration Statement (Registration No. 33-60727) relating to shares issuable pursuant to the Plan are hereby incorporated by reference.

SIGNATURES

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 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 8th day of October, 1996.

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.

| Signatures | 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 | |
| EDWARD A. BRENNAN | |
| ARMANDO M. CODINA | |
| CHRISTOPHER F. EDLEY | |
| CHARLES T. FISHER | |
| EARL G. GRAVES | Directors |
| DEE J. KELLY | |
| ANN D. McLAUGHLIN | |
| CHARLES H. PISTOR, JR. | |
| JOE M. RODGERS | |
| MAURICE SEGALL | |

By: /s/Charles D. MarLett
 Charles D. MarLett
 Attorney-in-Fact
 Date: October 2, 1996

EXHIBIT INDEX

| Exhibit Number No. | Description of Exhibit | Sequential Page |
|--------------------------|---|--------------------|
| 4 | AMR Corporation 1994 Directors Stock Incentive Plan, as amended (incorporated by reference to Exhibit A to Registrant's Proxy Statement dated March 29, 1996) | |
| 5 | Opinion of Anne H. McNamara, Senior Vice President and General Counsel of the Registrant | 5 |
| 23(a) | Consent of Ernst & Young LLP | 6 |
| 23(b) | Consent of Anne H. McNamara (included in Exhibit 5) | |
| 24 | Powers of Attorney (incorporated by reference to Exhibit 24 to Registrant's Registration Statement on Form S-8 (Registration No. 33-60727) Filed June 29, 1995) | |

October 8, 1996

AMR Corporation
P.O. Box 619616
Dallas/Fort Worth Airport, Texas 75261-9616

Registration Statement on Form S-8 pertaining to
AMR Corporation 1994 Directors Stock Incentive Plan, As
Amended

Ladies and Gentlemen:

I am Senior Vice President and General Counsel of AMR Corporation, a Delaware corporation (the "Company"), and as such I am delivering this opinion to you in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") relating to an additional 50,000 shares (the "Shares") of the Company's Common Stock, par value \$1.00 per share, to be awarded under the AMR Corporation 1994 Directors Stock Incentive Plan, as amended (the "Plan").

In so acting, I have examined the Plan and have examined and relied upon the originals, or copies certified to my satisfaction, of such records, documents or other instruments as in my judgement are necessary or appropriate to enable me to render the opinion set forth below.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized and, when duly awarded in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Anne H. McNamara
Anne H. McNamara
Senior Vice President and
General Counsel

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1994 Directors Stock Incentive Plan, As Amended, of AMR Corporation of our report dated January 15, 1996, with respect to the consolidated financial statements and schedule of AMR Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Dallas, Texas
October 1, 1996