

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A

AMENDMENT NO. 1 TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AMR CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Issuer))

4.25% Senior Convertible Notes due 2023
(Title of Class of Securities)

001765 AZ 9 and 001765 BA 3
(CUSIP Numbers of Class of Securities)

GARY F. KENNEDY, Esq.
Senior Vice President and General Counsel
AMR Corporation
P.O. Box 619616
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(817) 963-1234

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

John T. Curry, III, Esq.
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CALCULATION OF FILING FEE

Transaction Valuation*
\$225,490,000

Amount of Filing Fee**
\$8,861.76

- * Calculated solely for purposes of determining the filing fee. The purchase price of the 4.25% Senior Convertible Notes due 2023 (the "Notes"), as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of August 21, 2008, there was \$225,490,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$225,490,000.
- ** The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$39.30 for each \$1,000,000 of the value of the transaction. The filing fee was paid on August 22, 2008 in connection with the filing by AMR Corporation of the original Schedule TO (Registration No. 005-33763).
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- Amount Previously Paid: Not Applicable. Filing Party: Not Applicable.
Form or Registration No.: Not Applicable. Date Filed: Not Applicable.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 1 is the final amendment to the Tender Offer Statement on Schedule TO (the “**Schedule TO**”) originally filed by AMR Corporation, a Delaware corporation (the “**Company**”), on August 22, 2008, with respect to the right of each holder (each, a “**Holder**”) of the Company’s 4.25% Senior Convertible Notes due 2023 (the “**Notes**”) to sell and the obligation of the Company to purchase the Notes upon the terms of and subject to the conditions set forth in the Indenture, dated as of September 23, 2003 (the “**Indenture**”), by and among the Company, American Airlines, Inc., a subsidiary of the Company, as guarantor, and Wilmington Trust Company, as trustee (the “**Trustee**”), and the Company Notice to Holders, dated August 22, 2008 (the “**Company Notice**”), filed as an exhibit to the Schedule TO (which Indenture and Company Notice, as amended or supplemented from time to time, collectively constitute the “**Option Documents**”).

This Amendment No. 1 is being filed by the Company to amend and supplement certain provisions of the Schedule TO to the extent forth herein.

This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

Item 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following language:

The Holder’s right to surrender their Notes for purchase (the “**Put Option**”) by the Company pursuant to the Option Documents expired at 5:00 p.m., New York City time, on September 22, 2008. The Company has been advised by Wilmington Trust Company, as paying agent (the “**Paying Agent**”), that pursuant to the terms of the Put Option, Notes in an aggregate principal amount of \$225,490,000 were validly surrendered for purchase and not withdrawn prior to the expiration of the Put Option. The Company has accepted for purchase all of the Notes validly surrendered and not withdrawn. The purchase price for the Notes pursuant to the Put Option was \$1,000 in cash per \$1,000 principal amount of the Notes. The aggregate purchase price for all the Notes validly surrendered and not withdrawn was \$225,490,000. The Company has forwarded cash in payment of the aggregate purchase price to the Paying Agent for distribution to the Holders in accordance with the procedures of The Depository Trust Company. Following the Company’s purchase of the Notes pursuant to the Put Option, no Notes remain outstanding.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to read as follows:

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)	Company Notice to Holders of 4.25% Senior Convertible Notes due 2023, dated August 22, 2008.*
(a)(5)(A)	Press release issued on August 22, 2008.*
(a)(5)(B)	Press release issued on September 24, 2008.
(b)	Not applicable.
(d)(1)	Indenture, dated as of September 23, 2003, by and between the Company, American Airlines, Inc., a subsidiary of the Company, as guarantor, and Wilmington Trust Company, a Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-3 (SEC File No. 333-109978) filed on October 24, 2003.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AMR Corporation

Date: September 24, 2008

By: /s/ Thomas W. Horton

Name: Thomas W. Horton

**Title: Executive Vice President & Finance and Planning
and Chief Financial Officer**

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)	Company Notice to Holders of 4.25% Senior Convertible Notes due 2023, dated August 22, 2008.*
(a)(5)(A)	Press release issued on August 22, 2008.*
(a)(5)(B)	Press release issued on September 24, 2008.
(b)	Not applicable.
(d)(1)	Indenture, dated as of September 23, 2003, by and between the Company, American Airlines, Inc., a subsidiary of the Company, as guarantor, and Wilmington Trust Company, a Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (SEC File No. 333-109978) filed on October 24, 2003.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.



CONTACT: Corporate Communications
Fort Worth, Texas
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FOR RELEASE: Wednesday, September 24, 2008

**AMR CORPORATION ANNOUNCES EXPIRATION AND RESULTS OF PUT OPTION
FOR 4.25% SENIOR CONVERTIBLE NOTES DUE 2023**

FORT WORTH, Texas — AMR Corporation (NYSE: AMR) today announced that holders of \$225,490,000 in aggregate principal amount of its 4.25% Senior Convertible Notes due 2023 (the "Notes") validly surrendered for purchase their Notes prior to the expiration of their right, pursuant to the terms of the Notes, to require AMR to purchase their Notes for cash (the "Put Option"). The Put Option expired at 5:00 p.m., New York City time, on September 22, 2008. AMR has accepted for purchase all of the Notes validly surrendered for purchase and not withdrawn. The purchase price for the Notes pursuant to the Put Option was \$1,000 in cash per \$1,000 principal amount of the Notes, and the aggregate purchase price for all the Notes validly surrendered for purchase and not withdrawn was \$225,490,000. The Company has forwarded cash in payment of the aggregate purchase price to Wilmington Trust Company, as paying agent, for distribution to holders of the Notes in accordance with the procedures of The Depository Trust Company. Following AMR's purchase of the Notes pursuant to the Put Option, no Notes remain outstanding.

Questions regarding the Put Option should be directed to Wilmington Trust Company, Rodney Square North, 1100 North Market Street, 9th Floor, Wilmington, Delaware, 19890, Attention: Alisha Clendaniel (302) 636-6470.

This press release is for informational purposes only and is not an offer to purchase, or the solicitation of an offer to purchase, the Notes. The offer for the Notes was made only pursuant to the Company Notice to Holders, dated August 22, 2008, which set forth the complete terms and conditions of the Put Option.

This press release contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent our expectations or beliefs concerning future events. When used in this release, the words "expects," "plans," "anticipates," "indicates," "believes," "forecast," "guidance," "outlook," "may," "will," "should," "seeks," "targets" and similar

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expressions are intended to identify forward-looking statements. Similarly, statements that describe our objectives, plans or goals are forward-looking statements. Forward-looking statements include, without limitation, our expectations concerning operations and financial conditions, including changes in capacity, revenues, and costs, future financing plans and needs, fleet plans, overall economic conditions, plans and objectives for future operations, and the impact on us of our results of operations in recent years and the sufficiency of our financial resources to absorb that impact. Other forward-looking statements include statements which do not relate solely to historical facts, such as, without limitation, statements which discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed, or assured. All forward-looking statements in this release are based upon information available to us on the date of this release. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Forward-looking statements are subject to a number of factors that could cause our actual results to differ materially from our expectations. The following factors, in addition to other possible factors not listed, could cause our actual results to differ materially from those expressed in forward-looking statements: our materially weakened financial condition, resulting from our significant losses in recent years; our ability to generate additional revenues and reduce our costs; changes in economic and other conditions beyond our control, and the volatile results of our operations; our substantial indebtedness and other obligations; our ability to satisfy existing financial or other covenants in certain of our credit agreements; continued high and volatile fuel prices and further increases in the price of fuel, and the availability of fuel; the fiercely and increasingly competitive business environment we face; industry consolidation; competition with reorganized carriers; low fare levels by historical standards and our reduced pricing power; our need to raise substantial additional funds and our ability to do so on acceptable terms; changes in our corporate or business strategy; government regulation of our business; conflicts overseas or terrorist attacks; uncertainties with respect to our international operations; outbreaks of a disease (such as severe acute respiratory syndrome or avian flu) that affects travel behavior; labor costs that are higher than those of our competitors; uncertainties with respect to our relationships with unionized and other employee work groups; increased insurance costs and potential reductions of available insurance coverage; our ability to retain key management personnel; potential failures or disruptions of our computer, communications or other technology systems; changes in the price of our common stock; and our ability to reach acceptable agreements with third parties. Additional information concerning these and other factors is contained in AMR Corporation's and American Airlines, Inc.'s filings with the Securities and Exchange Commission, including but not limited to AMR's and American's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008 and June 30, 2008, and AMR's and American's Annual Reports on Form 10-K for the year ended December 31, 2007.

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*Current AMR Corp. news releases can be accessed via the Internet.
The address is <http://www.aa.com>*