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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**AMR CORPORATION AMERICAN AIRLINES, INC.**

(Exact name of registrants as specified in their charters)

Delaware

Delaware

(State or other jurisdiction of incorporation or organization)

75-1825172

13-1502798

(I.R.S. Employer Identification Number)

4333 Amon Carter Blvd.

Fort Worth, Texas 76155

(817) 963-1234

(Address, including zip code, and telephone number, including area code,  
of registrants' principal executive offices)

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Gary F. Kennedy, Esq.

AMR Corporation

4333 Amon Carter Blvd.

Fort Worth, Texas 76155

Senior Vice President and General Counsel

(817) 963-1234

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to*

John T. Curry, III, Esq.  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, New York 10022  
(212) 909-6000

Rohan S. Weerasinghe, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement, as determined by market conditions and other factors.

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.

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 of 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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

AMR Corporation:

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

American Airlines, Inc.:

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) The following exhibit is filed with this Post-Effective Amendment No. 1 to the Form S-3 Registration Statement filed on August 11, 2006 (File Nos. 333-136563-01 and 333-136563) (the "Registration Statement") to update and correct Exhibit 25.3 originally filed with the Registration Statement:

<u>Exhibit Number</u>	<u>Description of Document</u>
25.3	Statement of Eligibility on Form T-1 of U.S. Bank Trust National Association, as Pass Through Trustee under the Pass Through Trust Agreement

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, AMR Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement (File Nos. 333-136563-01 and 333-136563) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on this 19<sup>th</sup> day of June, 2009.

AMR CORPORATION

By /s/ Kenneth W. Wimberly  
KENNETH W. WIMBERLY  
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement (File Nos. 333-136563-01 and 333-136563) has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Gerard J. Arpey	Chairman, President and Chief Executive Officer (Principal Executive Officer)	
<u>/s/ Thomas W. Horton</u> Thomas W. Horton	Executive Vice President — Finance and Planning and Chief Financial Officer (Principal Financial and Accounting Officer)	June 19, 2009
<u>*</u> John W. Bachmann	Director	
<u>*</u> David L. Boren	Director	
<u>*</u> Armando M. Codina	Director	
<u>Rajat K. Gupta</u>	Director	
<u>Alberto Ibargüen</u>	Director	
<u>*</u> Ann McLaughlin Korologos	Director	
<u>*</u> Michael A. Miles	Director	
<u>*</u> Philip J. Purcell	Director	
<u>*</u> Ray M. Robinson	Director	
<u>*</u> Judith Rodin	Director	
<u>*</u> Matthew K. Rose	Director	
<u>*</u> Roger T. Staubach	Director	

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\*By: /s/ Kenneth W. Wimberly  
Kenneth W. Wimberly

Attorney-in-Fact

June 19, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, American Airlines, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement (File Nos. 333-136563-01 and 333-136563) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on this 19th day of June, 2009.

AMERICAN AIRLINES, INC.

By /s/ Kenneth W. Wimberly  
KENNETH W. WIMBERLY  
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 to the Registration Statement (File Nos. 333-136563-01 and 333-136563) has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Gerard J. Arpey	Chairman, President and Chief Executive Officer (Principal Executive Officer)	
<u>/s/ Thomas W. Horton</u> Thomas W. Horton	Executive Vice President — Finance and Planning and Chief Financial Officer (Principal Financial and Accounting Officer)	June 19, 2009
<u>*</u> John W. Bachmann	Director	
<u>*</u> David L. Boren	Director	
<u>*</u> Armando M. Codina	Director	
<u>Rajat K. Gupta</u>	Director	
<u>Alberto Ibarguen</u>	Director	
<u>*</u> Ann McLaughlin Korologos	Director	
<u>*</u> Michael A. Miles	Director	
<u>*</u> Philip J. Purcell	Director	
<u>*</u> Ray M. Robinson	Director	
<u>*</u> Judith Rodin	Director	
<u>*</u> Matthew K. Rose	Director	
<u>*</u> Roger T. Staubach	Director	

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\*By: /s/ Kenneth W. Wimberly  
Kenneth W. Wimberly

Attorney-in-Fact

June 19, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM T-1**

**STATEMENT OF ELIGIBILITY UNDER  
THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

Check if an Application to Determine Eligibility of  
a Trustee Pursuant to Section 305(b)(2)

**U.S. BANK TRUST NATIONAL ASSOCIATION**  
(Exact name of Trustee as specified in its charter)

**41-1973763**

I.R.S. Employer Identification No.

**300 East Delaware Avenue, 9th Floor**  
**Wilmington, Delaware**  
(Address of principal executive offices)

**19801**  
(Zip Code)

Alison D.B. Nadeau  
U.S. Bank Trust National Association  
One Federal Street, 3rd Floor  
Boston, MA 02110  
Telephone (617) 603-6553  
(Name, address and telephone number of agent for service)

**AMR Corporation**

(Issuer with respect to the Securities)

**American Airlines, Inc.**

Delaware

(State or other jurisdiction of incorporation or organization)

Delaware

(State or other jurisdiction of incorporation or organization)

75-1825172

(I.R.S. Employer Identification No.)

4333 Amon Carter Boulevard  
Fort Worth, Texas

(Address of Principal Executive Offices)

76155

(Zip Code)

13-1502798

(I.R.S. Employer Identification No.)

4333 Amon Carter Boulevard  
Fort Worth, Texas

(Address of Principal Executive Offices)

76155

(Zip Code)

**Pass-Through Certificates**  
**(Title of the Indenture Securities)**

FORM T-1

**Item 1. GENERAL INFORMATION.** Furnish the following information as to the Trustee.

a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency  
Washington, D.C.

b) *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2. AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15** The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

**Item 16. LIST OF EXHIBITS:** List below all exhibits filed as a part of this statement of eligibility and qualification.

1. A copy of the Articles of Association of the Trustee now in effect, incorporated herein by reference to Exhibit 1 of Form T-1, Exhibit 25.1 of Registration Statement on Form S-3, Registration No. 333-84320.
2. A copy of the certificate of authority of the Trustee to commence business, incorporated herein by reference to Exhibit 2 of Form T-1, Exhibit 25.1 of Registration Statement on Form S-3, Registration No. 333-84320.
3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 of Form T-1, Exhibit 25.1 of Registration Statement on Form S-3, Registration No. 333-84320.
4. A copy of the existing bylaws of the Trustee, as now in effect, incorporated herein by reference to Exhibit 4 of Form T-1, Exhibit 25.1 of Registration Statement on Form S-3, Registration No. 333-113995.
5. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, incorporated herein by reference to Exhibit 6 of Form T-1, Exhibit 25.1 of Registration Statement on Form S-3, Registration No. 333-84320.
7. Report of Condition of the Trustee as of March 31, 2009, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
8. Not applicable.
9. Not applicable.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK TRUST NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Boston, Commonwealth of Massachusetts on the 19th day of June, 2009.

U.S. BANK TRUST NATIONAL ASSOCIATION

By: /s/ Alison D.B. Nadeau  
Name: Alison D.B. Nadeau  
Title: Vice President

**Exhibit 7**  
**U.S. Bank Trust National Association**  
**Statement of Financial Condition**  
**As of March 31, 2009**  
**(\$000's)**

	<u>3/31/2009</u>
<b>Assets</b>	
Cash and Balances Due From Depository Institutions	\$ 506,999
Fixed Assets	846
Intangible Assets	67,725
Other Assets	27,161
<b>Total Assets</b>	<b>\$ 602,731</b>
<b>Liabilities</b>	
Other Liabilities	\$ 17,698
<b>Total Liabilities</b>	<b>\$ 17,698</b>
<b>Equity</b>	
Common and Preferred Stock	\$ 1,000
Surplus	505,932
Undivided Profits	78,101
<b>Total Equity Capital</b>	<b>\$ 585,033</b>
<b>Total Liabilities and Equity Capital</b>	<b>\$ 602,731</b>

To the best of the undersigned's determination, as of this date the above financial information is true and correct.

U.S. Bank Trust National Association

By: /s/ Alison D.B. Nadeau  
 Alison D.B. Nadeau  
 Vice President

Date: June 19, 2009