

AYER WILLIAM S
Form 4
May 05, 2010

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AYER WILLIAM S

2. Issuer Name and Ticker or Trading Symbol
ALASKA AIR GROUP INC [ALK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ALASKA AIR GROUP
INC, 19300 INTERNATIONAL
BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN, PRESIDENT & CEO

(Street)
SEATTLE, WA 98188

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price | | |
| COMMON STOCK | 05/03/2010 | | M | | 3,144 | D | |
| COMMON STOCK | 05/03/2010 | | M | | \$ 30.89 6,381 | D | |
| COMMON STOCK | 05/03/2010 | | M | | \$ 18.76 11,713 | D | |
| COMMON STOCK | 05/03/2010 | | M | | \$ 26.1 15,544 | D | |
| COMMON STOCK | 05/03/2010 | | F | | \$ 45.2 51,040 | D | |

COMMON
STOCK ⁽¹⁾

90,338 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| EMP STOCK OPTION (RT TO BUY) | \$ 30.89 | 05/03/2010 | | M | 3,237 | 01/30/2003 ⁽²⁾ 01/30/2012 | COMMON | 3,237 |
| EMP STOCK OPTION (RT TO BUY) | \$ 18.76 | 05/03/2010 | | M | 5,332 | 02/11/2004 ⁽³⁾ 02/11/2013 | COMMON | 5,332 |
| EMP STOCK OPTION (RT TO BUY) | \$ 31.8 | 05/03/2010 | | M | 3,144 | 01/30/2002 ⁽⁴⁾ 01/30/2011 | COMMON | 3,144 |
| EMP STOCK OPTION (RT TO BUY) | \$ 26.1 | 05/03/2010 | | M | 3,831 | 03/01/2005 ⁽⁵⁾ 03/01/2014 | COMMON | 3,831 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| AYER WILLIAM S C/O ALASKA AIR GROUP INC 19300 INTERNATIONAL BLVD SEATTLE, WA 98188 | X | | | CHAIRMAN, PRESIDENT & CEO |

Signatures

JEANNE E. GAMMON, ATTORNEY IN FACT FOR WILLIAM S. AYER 05/05/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) STOCK UNITS AWARDED UNDER THE 2004 LONG-TERM INCENTIVE EQUITY AND 2008 PERFORMANCE INCENTIVE PLANS; NOT YET VESTED BUT NO LONGER SUBJECT TO FORFEITURE.
- (2) THE OPTIONS VESTED IN EQUAL INSTALLMENTS OVER FOUR YEARS; ALL OPTIONS WERE FULLY VESTED AS OF 01/30/2005.
- (3) THE OPTIONS VESTED IN EQUAL INSTALLMENTS OVER FOUR YEARS; ALL OPTIONS WERE FULLY VESTED AS OF 02/11/2007.
- (4) THE OPTIONS VESTED IN EQUAL INSTALLMENTS OVER FOUR YEARS; ALL OPTIONS WERE FULLY VESTED AS OF 01/30/2005.
- (5) THE OPTIONS VESTED IN EQUAL INSTALLMENTS OVER FOUR YEARS; ALL OPTIONS WERE FULLY VESTED AS OF 03/01/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.