

AMR CORP  
Form POS AM  
October 14, 2005

As filed with the Securities and Exchange Commission on October 14, 2005

Registration Nos. 333-109978  
333-109978-01

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

**POST-EFFECTIVE AMENDMENT NO. 6  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**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)

**P.O. BOX 619616**

**DALLAS/FORT WORTH AIRPORT, TEXAS 75261-9616 (817) 963-1234**

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

**GARY F. KENNEDY, ESQ.**

**Senior Vice President and General Counsel**

**AMR Corporation**

**P.O. Box 619616**

**Dallas/Fort Worth Airport, Texas 75261-9616**

**(817) 963-1234**

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

*Copy to:*

**ROHAN S. WEERASINGHE, ESQ.**

**Shearman & Sterling LLP**

**599 Lexington Avenue**

**New York, New York 10022**

**(212) 848-4000**

**JOHN T. CURRY, III, ESQ.**

**Debevoise & Plimpton LLP**

**919 Third Avenue**

**New York, New York 10022**

**(212) 909-6000**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**DEREGISTRATION OF SECURITIES**

On October 24, 2003, AMR Corporation, a Delaware corporation ( AMR ), and American Airlines, Inc., a Delaware corporation ( American and, together with AMR, the Registrants ), filed a Registration Statement on Form S-3 (File Nos. 333-109978, 333-109978-01) (as amended, the Registration Statement ) pertaining to the registration of (1) \$300,000,000 principal amount of AMR 4.25% Senior Convertible Notes due 2023 (the Notes ), (2) guarantees by American of the Notes (the Guarantees ), and (3) shares of AMR common stock issuable upon conversion of the Notes (the Shares ). The Registration Statement was declared effective on March 16, 2004. The Registrants contractual obligation to maintain the effectiveness of the Registration Statement pursuant to a registration rights agreement, dated as of September 23, 2003, among AMR, American and others has terminated, and the Registrants are terminating all offerings of Notes, Guarantees and Shares pursuant to the Registration Statement. In accordance with the undertaking made by the Registrants in Part II, Item 17(a)(3) of the Registration Statement (pursuant to Item 512(a)(3) of Regulation S-K) to remove from registration, by means of a post-effective amendment, any securities of the Registrants that remain unsold at the termination of the offering, the Registrants hereby remove from registration all Notes, Guarantees and Shares registered under the Registration Statement that remain unsold.

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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. 6 to the 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 14<sup>th</sup> day of October, 2005.

AMR CORPORATION

By: /s/ Gary F. Kennedy  
 GARY F. KENNEDY  
 Senior Vice President and General  
 Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 6 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gerard J. Arpey Gerard J. Arpey	Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 14, 2005
/s/ James A. Beer James A. Beer	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 14, 2005
*	Director	
John W. Bachmann		
*	Director	
David L. Boren		
*	Director	
Edward A. Brennan		
*	Director	
Armando M. Codina		
*	Director	
Earl G. Graves		
*	Director	

Ann McLaughlin Korologos

\*

Director

Michael A. Miles

\*

Director

Philip J. Purcell

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	
Joe M. Rodgers		
*	Director	
Judith Rodin		
*	Director	
Roger T. Staubach		
*By: /s/ Gary F. Kennedy	Attorney-in-Fact	October 14, 2005
Gary F. Kennedy		

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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. 6 to the 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 14<sup>th</sup> day of October, 2005.

AMERICAN AIRLINES, INC.

By: /s/ Gary F. Kennedy  
 GARY F. KENNEDY  
 Senior Vice President and General  
 Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 6 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gerard J. Arpey Gerard J. Arpey	Chairman, President and Chief Executive Officer (Principal Executive Officer)	October 14, 2005
/s/ James A. Beer James A. Beer	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 14, 2005
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Ann McLaughlin Korologos



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Director

Michael A. Miles

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Philip J. Purcell

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	
Joe M. Rodgers		
*	Director	
Judith Rodin		
*	Director	
Roger T. Staubach		
*By: /s/ Gary F. Kennedy	Attorney-in-Fact	October 14, 2005
Gary F. Kennedy		