

HAWAIIAN HOLDINGS INC
Form 4
August 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Schultze Asset Management, LLC

2. Issuer Name and Ticker or Trading Symbol

HAWAIIAN HOLDINGS INC [HA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3000 WESTCHESTER AVENUE,

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

08/06/2008

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 | (D) | Price |
| Common Stock | 08/06/2008 | | S | | 203,634 | D | \$ 8.61 |
| | | | | | 4,663,734 | D | (1) (2) (3) |
| Common Stock | 08/07/2008 | | S | | 66,792 | D | \$ 8.6003 |
| | | | | | 4,596,942 | D | (1) (2) (3) |

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|-------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| Schultze Asset Management, LLC 3000 WESTCHESTER AVENUE PURCHASE, NY 10577 | | X | | | |
| Schultze George J C/O SCHULTZE ASSET MANAGEMENT, LLC 3000 WESTCHESTER AVENUE PURCHASE, NY 10577 | | X | | | |
| Schultze Master Fund, Ltd. C/O SCHULTZE ASSET MANAGEMENT, LLC 3000 WESTCHESTER AVENUE PURCHASE, NY 10577 | | X | | | |

Signatures

| | |
|-----------------------------------------------------------------------------------|------------|
| George J. Schultze, Managing Member, on behalf of, Schultze Asset Management, LLC | 08/08/2008 |
| __Signature of Reporting Person | Date |
| George J. Schultze, Director, on behalf of Schultze Master Fund, Ltd. | 08/08/2008 |
| __Signature of Reporting Person | Date |
| George J. Schultze | 08/08/2008 |
| __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) The reporting persons disclaim beneficial ownership of these shares except to the extent of the reporting persons' pecuniary interest in the shares.
- (2)

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Schultze Master Fund, Ltd., directly beneficially owns these shares; Schultze Asset Management, LLC indirectly beneficially owns these shares by its ownership of a percentage of Schultze Partners, LP and in its role as General Partner of Schultze Partners, LP. George J. Schultze controls Schultze Asset Management, LLC.

(3) Based on the transactions reported herein, Schultze Master Fund, Ltd. is no longer a reporting person for purposes of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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