

AMR CORP  
Form SC TO-I  
January 15, 2009

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

**4.5% Senior Convertible Notes due 2024**  
*(Title of Class of Securities)*

**001765 BB 1**  
*(CUSIP Number of Class of Securities)*

**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 and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)*

**COPIES TO:**

**John T. Curry, III, Esq.**  
**Debevoise & Plimpton LLP**  
**919 Third Avenue**  
**New York, New York 10022**  
**Telephone: (212) 909-6000**  
**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**\$ 307,979,000**

**Amount of Filing Fee\*\***  
**\$ 12,103.57**

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 4.5% Senior Convertible Notes due 2024 (the **Notes**), as described herein, is \$1,000 per \$1,000 principal amount outstanding. As of January 14,

2009, there was \$307,979,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$ 307,979,000.

\*\* 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.

o 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

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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:

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**INTRODUCTORY STATEMENT**

Pursuant to the terms of and subject to the conditions set forth in the Indenture, dated as of February 1, 2004 (the **Indenture** ), between AMR Corporation, a Delaware corporation ( **AMR** or the **Company** ), and Wilmington Trust Company, as trustee thereunder (the **Trustee** ), as supplemented by the Supplemental Indenture No. 2004-1, dated as of February 13, 2004 (the **Indenture Supplement** ), among AMR, American Airlines, Inc., a subsidiary of the Company, as guarantor, and the Trustee, for the Company's 4.5% Senior Convertible Notes due 2024 (the **Notes** ), this Tender Offer Statement on Schedule TO ( **Schedule TO** ) is filed by the Company with respect to the right of each holder (each, a **Holder** ) of the Notes to sell and the obligation of the Company to purchase the Notes, as set forth in the Company Notice to Holders of 4.5% Senior Convertible Notes due 2024, dated January 15, 2009 (the **Company Notice** ), and the related notice materials filed as exhibits to this Schedule TO (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the **Option Documents** ).

This Schedule TO is intended to satisfy the disclosure requirements of Rules 13e-4(c)(2) and 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended.

**Items 1 through 9.**

The Company is the issuer of the Notes and is obligated to purchase all of the Notes if properly tendered by the holders under the terms and subject to the conditions set forth in the Option Documents. The Notes are convertible into shares of common stock, \$1.00 par value per share, of the Company, subject to the terms, conditions and adjustments specified in the Indenture, the Indenture Supplement and the Notes. The Company maintains its principal executive offices at 4333 Amon Carter Boulevard, Fort Worth, Texas 76155, and the telephone number there is (817) 963-1234. As permitted by General Instruction F to Schedule TO, all of the information set forth in the Option Documents is incorporated by reference into this Schedule TO.

**Item 10. Financial Statements.**

(a) Pursuant to Instruction 2 to Item 10 of Schedule TO, the Company's financial condition is not material to a Holder's decision whether to put the Notes to the Company because (i) the consideration being offered to holders of Notes consists solely of cash, (ii) the offer is not subject to any financing conditions, (iii) the offer applies to all outstanding Notes and (iv) the Company is a public reporting company that files reports electronically on EDGAR.

(b) Not applicable.

**Item 11. Additional Information.**

(a) Not applicable.

(b) Not applicable.

**Item 12. Exhibits.**

Exhibit

Number Description

(a)(1) Company Notice to Holders of 4.5% Senior Convertible Notes due 2024, dated January 15, 2009.

(a)(5) Press release issued on January 15, 2009.

(b) Not applicable.

(d)(1) Indenture, dated as of February 1, 2004, by and between the Company and Wilmington Trust Company, a Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4(a)(1) to the Company's Current Report on Form 8-K filed on February 25, 2004.

(d)(2) Supplemental Indenture No. 2004-1, dated as of February 13, 2004, by and between the Company, American Airlines, Inc., a subsidiary of the Company, as guarantor, and Wilmington Trust Company, a

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Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4(a)(2) to the Company's Current Report on Form 8-K filed on February 25, 2004.

(g) Not applicable.

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Exhibit

Number Description

(h) Not applicable.

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

Not applicable.

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**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: January 15, 2009

By: /s/ Thomas W. Horton

**Name: Thomas W. Horton**

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

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**EXHIBIT INDEX**

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(a)(1)	Company Notice to Holders of 4.5% Senior Convertible Notes due 2024, dated January 15, 2009.
(a)(5)	Press release issued on January 15, 2009.
(b)	Not applicable.
(d)(1)	Indenture, dated as of February 1, 2004, by and between the Company and Wilmington Trust Company, a Delaware banking corporation, as trustee, incorporated by reference to Exhibit 4(a)(1) to the Company's Current Report on Form 8-K filed on February 25, 2004.
(d)(2)	Supplemental Indenture No. 2004-1, dated as of February 13, 2004, 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(a)(2) to the Company's Current Report on Form 8-K filed on February 25, 2004.
(g)	Not applicable.
(h)	Not applicable.