

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.

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.

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 14th 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.

| Signature | Title | Date |
|--|---|------------------|
| /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

| Signature | Title | Date |
|--------------------------|------------------|------------------|
| * | 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 | | |

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 14th 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.

| Signature | Title | Date |
|--|---|------------------|
| /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

| Signature | Title | Date |
|--------------------------|------------------|------------------|
| * | 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 | | |