DELTA AIR LINES INC /DE/

Form 4

February 03, 2015

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

(Last)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

DELTA AIR LINES INC /DE/

(Middle)

[DAL]

(Check all applicable) _X_ Director 10% Owner

C/O DELTA AIR LINES, INC.,

1. Name and Address of Reporting Person *

ANDERSON RICHARD H

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

Other (specify X_ Officer (give title below) Chief Executive Officer

DEPT. 981, P.O. BOX 20574 (Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

02/01/2015

Symbol

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA,, GA 30320

(City)	(State) (Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/01/2015		F	38,068 (1)	D	\$ 47.31	680,185	D	
Common Stock	02/01/2015		F	31,097 (2)	D	\$ 47.31	649,088	D	
Common Stock	02/01/2015		F	25,003 (3)	D	\$ 47.31	624,085	D	
Common Stock							276,119	I	By Wife

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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Tit		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)		Transactio		Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)		rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur		(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

ANDERSON RICHARD H C/O DELTA AIR LINES, INC., DEPT. 981 P.O. BOX 20574 ATLANTA,, GA 30320

X

Chief Executive Officer

Signatures

/s/ Jan M. Davidson as attorney-in-fact for Richard H. Anderson

02/03/2015

**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).
- Shares withheld for payment of tax liability upon vesting of a portion of the restricted stock award granted on February 7, 2013 under Delta's 2013 long-term incentive program. This withholding was approved by the Personnel & Compensation Committee of Delta's Board of Directors (the "Committee") and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Rules 16b-3(d)(1) and 16b-3(e).
- Shares withheld for payment of tax liability upon vesting of the restricted stock award granted on February 7, 2013 under Delta's transition award program. This withholding was approved by the Committee and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Rules 16b-3(d)(1) and 16b-3(e).
- (3) Shares withheld for payment of tax liability upon vesting of a portion of the restricted stock award granted on February 6, 2014 under Delta's 2014 long-term incentive program. This withholding was approved by the Committee and is exempt from Section

Reporting Owners 2

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16(b) of the Securities Exchange Act of 1934 under Rules 16b-3(d)(1) and 16b-3(e).

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