

ALASKA AIR GROUP, INC.  
Form 4  
February 11, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**LOVELESS KEITH**

2. Issuer Name and Ticker or Trading Symbol  
**ALASKA AIR GROUP, INC.  
[ALK]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**19300 INTERNATIONAL BLVD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/07/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP/LEGAL & GENERAL COUNSEL**

**SEATTLE, WA 98188**

(City) (State) (Zip)

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)
COMMON STOCK ESPP <u>(1)</u>					3,676 <u>(2)</u>	D	
COMMON STOCK 401(K) <u>(3)</u>					585	I	ESOP TRUST
COMMON STOCK	02/07/2014		<u>A</u> <sup>(4)</sup>	3,540 A	\$ 0 14,218	D	
RESTRICTED STOCK UNIT	02/07/2014		<u>J</u> <sup>(5)</sup>	3,540 D	\$ 0 13,200	D	
	02/07/2014		<u>F</u> <sup>(6)</sup>	885 D	\$ 0 13,333	D	

COMMON STOCK

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 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 Beneficially Owned Following Reported Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOVELESS KEITH  
19300 INTERNATIONAL BLVD  
SEATTLE, WA 98188

VP/LEGAL & GENERAL COUNSEL

**Signatures**

/S/JEANNE E. GAMMON, ATTORNEY IN FACT FOR KEITH LOVELESS

02/11/2014

\*\*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) COMMON SHARES ACQUIRED UNDER THE ALASKA AIR GROUP, INC. 2010 EMPLOYEE STOCK PURCHASE PLAN, AS OF 12/31/13.

(2) MR. LOVELESS ACQUIRED 646 COMMON SHARES DURING 2013 AS A PARTICIPANT IN THE ISSUER'S 2010 EMPLOYEE STOCK PURCHASE PLAN. THE INFORMATION IS BASED ON A PLAN STATEMENT DATED 12/31/13.

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- (3) COMMON SHARES HELD IN THE ALASKA AIR GROUP INC. EMPLOYEE STOCK OWNERSHIP 401(K) PLAN TRUST, AS OF 12/31/13.
- (4) COMMON SHARES ACQUIRED UPON VESTING OF RESTRICTED STOCK UNITS ON 02/07/2014.
- (5) RESTRICTED STOCK UNITS FULLY VESTED AND CONVERTED TO COMMON SHARES ON 02/07/2014.
- (6) COMMON SHARES FORFEITED TO COVER PAYROLL TAXES UPON VESTING OF RESTRICTED STOCK UNITS ON 02/07/2014. FAIR MARKET VALUE OF THE SHARES WAS \$77.82.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.