



## Edgar Filing: AMR CORP - Form 8-K

### Item 1.01. Entry into a Material Definitive Agreement.

On May 15, 2006, AMR Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the Underwriter) relating to the issuance and sale of 15,002,091 shares (the 5/15/06 Shares) of the Company's common stock, par value \$1.00 per share (the Common Stock), at an offering price to the public of \$26.80 per share. The Company has granted the Underwriter a 30-day option to purchase an additional 2,250,314 shares of Common Stock (together with the 5/15/06 Shares, the Shares), at the same price per share paid to the Company for the 5/15/06 Shares, to cover over-allotments, if any. The closing of the offering, which is subject to customary closing conditions, is expected to occur on May 19, 2006.

The Shares will be issued pursuant to the Company's shelf registration statement (the Registration Statement) on Form S-3 (File Nos. 333-110760 and 333-110760-01), which was declared effective by the Securities and Exchange Commission on December 17, 2003.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this report), and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. For a more detailed description of the Underwriting Agreement, see the disclosure under the caption "Underwriting" contained in the Company's Preliminary Prospectus Supplement dated May 15, 2006 to the Prospectus dated December 17, 2003, each of which has been filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act, which disclosure is hereby incorporated by reference. The Underwriting Agreement is also filed with reference to, and is hereby incorporated by reference into, the Registration Statement. A copy of the opinion of Debevoise & Plimpton LLP, relating to the legality of the Shares is filed as Exhibit 5.1 to this report and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement. A copy of the opinion of Debevoise & Plimpton LLP relating to certain tax matters with respect to the Shares is filed as Exhibit 8.1 to this report and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

- 1.1 Underwriting Agreement dated May 15, 2006 between AMR Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated
- 5.1 Opinion of Debevoise & Plimpton LLP
- 8.1 Opinion of Debevoise & Plimpton LLP
- 23.1 Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1)
- 23.2 Consent of Debevoise & Plimpton LLP (contained in Exhibit 8.1)

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## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMR CORPORATION

/s/ Charles D. MarLett  
Charles D. MarLett  
Corporate Secretary

Dated: May 18, 2006

## EXHIBIT INDEX

Exhibit	Description
1.1	Underwriting Agreement dated May 15, 2006 between AMR Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated
5.1	Opinion of Debevoise & Plimpton LLP
8.1	Opinion of Debevoise & Plimpton LLP
23.1	Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1)
23.2	Consent of Debevoise & Plimpton LLP (contained in Exhibit 8.1)