

ALASKA AIR GROUP, INC.  
Form 4  
October 03, 2016

**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 \*  
**ELIASSEN MARK G**

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)  
**08/31/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP/FINANCE & TREASURER**

**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 401(K) <sup>(1)</sup>   |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                      |                                      |  | Code                           | V   | Amount  |  |   |
| COMMON STOCK                         |                                      |  |                                |   | \$  |  | ESOP TRUST  |
| 401(K) <sup>(1)</sup>                |                                      |  |                                |   | 783   | I  |   |
| RESTRICTED STOCK UNIT <sup>(2)</sup> |                                      |  |                                |   | 3,040   | D  |   |
| COMMON STOCK ESPP                    | 08/31/2016                           |  | A <sup>(3)</sup>               | V   | 135   | A  | \$ 57,4005 5,437                                      |
| COMMON STOCK                         | 10/03/2016                           |  | M <sup>(4)</sup>               |   | 1,320   | A  | \$ 8.315 1,320  |
|                                      | 10/03/2016                           |  | M <sup>(4)</sup>               |   | 880   | A  | \$ 15.325 2,200                                       |

COMMON  
STOCK

COMMON STOCK 10/03/2016 S<sup>(4)</sup> 2,200 D \$ 65.6 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION (RT TO BUY)          | \$ 8.315   | 10/03/2016                           |  | M <sup>(4)</sup>               | 1,320   | 02/03/2011 02/03/2020                                    | COMMON STOCK  |
| EMPLOYEE STOCK OPTION (RT TO BUY)          | \$ 15.325  | 10/03/2016                           |  | M <sup>(4)</sup>               | 880   | 02/07/2012 02/07/2021                                    | COMMON STOCK  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| ELIASSEN MARK G<br>19300 INTERNATIONAL BLVD<br>SEATTLE, WA 98188 |               |           | VP/FINANCE & TREASURER |       |

## Signatures

/S/ JEANNE E GAMMON, ATTORNEY IN FACT FOR MARK G. ELIASSEN

10/03/2016

\_\_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 HELD IN THE ALASKA AIR GROUP INC. EMPLOYEE STOCK OWNERSHIP 401(K) PLAN TRUST, AS OF 12/31/15.
- (2) STOCK UNITS AWARDED UNDER ALASKA AIR GROUP'S 2008 PERFORMANCE INCENTIVE PLAN; SUBJECT TO FORFEITURE.
- (3) SHARES ACQUIRED UNDER ALASKA AIR GROUP'S 2010 EMPLOYEE STOCK PURCHASE PLAN THAT ARE EXEMPT UNDER BOTH RULE 16b-3(D) AND RULE 6b-3(c).
- (4) SAME-DAY EXERCISE OF OPTIONS AND SALE EFFECTED PURSUANT TO A RULE 10b5-1 TRADING PLAN ADOPTED BY MR. ELIASSEN ON 11/23/2015.

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.