

DELTA AIR LINES INC /DE/
Form 4/A
November 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
Becker Michael J

2. Issuer Name and Ticker or Trading Symbol
DELTA AIR LINES INC /DE/
[DAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DELTA AIR LINES, INC.,
DEPT. 981, P.O. BOX 20574

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & COO NWA

ATLANTA, GA 30320

4. If Amendment, Date Original Filed(Month/Day/Year)
10/31/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Securities (Instr. 3 and 4)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.15 <u>(1)</u>	10/29/2008	A	53,227 <u>(1)</u>					10/29/2008	06/13/2017	common stock	53,227
Employee Stock Option (Right to Buy)	\$ 17.81 <u>(1)</u>	10/29/2008	A	53,227 <u>(1)</u>					10/29/2008	06/27/2017	common stock	53,227
Employee Stock Option (Right to Buy)	\$ 16.86 <u>(1)</u>	10/29/2008	A	53,227 <u>(1)</u>					10/29/2008	07/12/2017	common stock	53,227

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Michael J C/O DELTA AIR LINES, INC., DEPT. 981 P.O. BOX 20574 ATLANTA, GA 30320			EVP & COO NWA	

Signatures

Nanci Oliver Sloan as attorney-in-fact for Michael J. Becker	11/03/2008
__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) Represents acquisition of stock options covering shares of Delta common stock upon conversion of stock options covering shares of Northwest Airlines Corp. ("Northwest") common stock as a result of the merger between Nautilus Merger Corporation, a wholly-owned subsidiary of Delta, and Northwest (the "Merger"). This acquisition was approved by Delta's Board of Directors and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Rule 16b-3(d). This amended Form 4 corrects the original Form 4 which reported the number of options covering shares of Northwest stock that were held prior to the Merger (42,582) rather than the number of options covering shares of Delta common stock following conversion of the options as a result

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of the Merger (53,227).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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