

Levy Andrew C
Form 4
August 15, 2012

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 *
Levy Andrew C

(Last) (First) (Middle)

8360 S. DURANGO DRIVE

(Street)

LAS VEGAS, NV 89113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Allegiant Travel CO [ALGT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/13/2012		M ⁽¹⁾		4,595	A	\$ 42.22
Common Stock	08/13/2012		D ⁽¹⁾		4,595	D	\$ 67.9
Common Stock	08/13/2012		M ⁽²⁾		25,000	A	\$ 38.65
Common Stock	08/13/2012		D ⁽²⁾		14,231	D	\$ 67.9
Common Stock	08/13/2012		F		3,925 ⁽³⁾	D	\$ 67.9 ⁽⁴⁾

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

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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)	8. Amount or Number of Shares
Stock Appreciation Right	\$ 42.22	08/13/2012		M ⁽¹⁾	4,595	03/25/2012 03/25/2016	Common Stock	4,595
Stock Appreciation Right	\$ 38.65	08/13/2012		M ⁽²⁾	25,000	10/16/2010 10/16/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Andrew C 8360 S. DURANGO DRIVE LAS VEGAS, NV 89113			President	

Signatures

Robert B. Goldberg, under power of attorney
08/15/2012

**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) Exercise of cash-settled Stock Appreciation Rights. In accordance with the rules for filing Form 4, the exercise of cash-settled SARs is treated as the simultaneous purchase and sale of the number of shares for which SARs are exercised.

(2) Exercise of stock-settled Stock Appreciation Rights. In accordance with the rules for filing Form 4, the exercise of stock-settled SARs is treated as the simultaneous: (i) purchase of the number of shares for which SARs are exercised and (ii) sale of the number of shares necessary to pay the exercise price for the number of SARs exercised.

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- (3) Upon exercise of Stock Appreciation Rights for stock, beneficial owner returned to Company a portion of the shares received for tax withholding purposes.
- (4) Shares of stock effectively repurchased by Company at \$67.90 per share to fund the beneficial owner's required tax withholding.

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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