

Edgar Filing: AMR CORP - Form 8-K

Item 1.01 Entry into a Material Definitive Agreement

On January 16, 2007, the Compensation Committee (the "Compensation Committee") of the Board of Directors of AMR Corporation (the "Corporation") approved the 2007 Annual Incentive Plan (the "AIP") for American Airlines, Inc. ("American"). All U.S. based employees of American are eligible to participate in the AIP (including the Corporation's executive officers). The AIP is American's annual bonus plan and provides for the payment of awards in the event certain financial and/or customer service metrics are satisfied, as further described in the AIP. A copy of the AIP is attached as Exhibit 99.1.

Item 1.01 Entry into a Material Definitive Agreement

On January 16, 2007, the Compensation Committee approved the amendment and restatement of the following compensation programs for officers (including the Corporation's executive officers) and certain key employees of American:

- a. The 2005-2007 Performance Share Plan for Officers and Key Employees, and the related 2005-2007 Performance Share Agreements (collectively, the "2005-2007 Performance Share Plan"); and
- b. The 2005 Deferred Share Award Agreements (the "2005 Deferred Share Agreements").

The amendment and restatement of the 2005-2007 Performance Share Plan will result in a distribution of cash and stock upon the attainment of the performance criteria outlined therein. The anticipated distribution date is April 2008.

The amendment and restatement of the 2005 Deferred Share Agreements will result in a distribution of stock upon the recipient being employed by a wholly owned subsidiary of the Corporation on the vesting date. The anticipated distribution date is July 2008.

The Compensation Committee also made certain grants to the executive officers of the Corporation under the 2005-2007 Performance Share Plan and the 2005 Deferred Share Agreements. These grants replaced unit grants under earlier plans.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1 2007 Annual
Incentive Plan for American

Exhibit 99.2 2005-2007 Performance Share Plan for
Officers and Key Employees, as Amended and
Restated as of January 16, 2007

Exhibit 99.3 Form of 2005-2007 Performance Share
Agreement, as Amended and Restated as of
January 16, 2007 (with awards to executive

Edgar Filing: AMR CORP - Form 8-K

officers noted)

Exhibit 99.4 Form of 2005 Deferred Share Award Agreement, as Amended and Restated as of January 16, 2007 (with awards to executive officers noted)

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/ Kenneth W. Wimberly
Kenneth W. Wimberly
Corporate Secretary

Dated: January 17, 2007

EXHIBIT INDEX

| Exhibit | Description |
|---------|---|
| 99.1 | 2007 Annual Incentive Plan for American |
| 99.2 | 2005-2007 Performance Share Plan for Officers and Key Employees, as Amended and Restated as of January 16, 2007 |
| 99.3 | Form of 2005-2007 Performance Share Agreement, as Amended and Restated as of January 16, 2007 (with awards to executive officers noted) |
| 99.4 | Form of 2005 Deferred Share Award Agreement, as Amended and Restated as of January 16, 2007 (with awards to executive officers noted) |