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AMR CORP
Form 8-K
January 24, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of earliest event
reported: January 22, 2007

AMR Corporation
(Exact name of registrant as specified in its charter)

Delaware 1-8400 75-1825172
(State of Incorporation) (Commission File Number) (IRS Employer
Identification No.)

4333 Amon Carter Blvd. Fort Worth, Texas 76155
(Address of principal executive offices) (Zip Code)

(817) 963-1234
(Registrant's telephone number)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement.

On January 22, 2007, AMR Corporation (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with Credit Suisse Securities (USA) LLC, acting on behalf of itself and the other underwriters named therein (the Underwriters) relating to the issuance and sale of 13,000,000 shares (the 1/22/07 Shares) of the Company's common stock, par value \$1.00 per share (the Common Stock), at an offering price to the public of \$38.70 per share. The Company has granted the Underwriters a 30-day option to purchase an additional 1,950,000 shares of Common Stock (together with the 1/22/07 Shares, the Shares), at the same price per share paid to the Company for the 1/22/07 Shares, to cover over-allotments, if any. The closing of the offering, which is subject to customary closing conditions, is expected to occur on January 26, 2007.

The Shares will be issued pursuant to the Company's shelf registration statement (the Registration Statement) on Form S-3 (File Nos. 333-136563 and 333-136563-01), which became effective upon filing with the Securities and Exchange Commission on August 11, 2006.

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 Prospectus Supplement dated January 22, 2007 to the Prospectus dated August 11, 2006, 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 January 22, 2007 between AMR Corporation and Credit Suisse Securities (USA) LLC, acting on behalf of itself and the other underwriters named therein
- 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)

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23.2 Consent of Debevoise & Plimpton LLP (contained in Exhibit 8.1)

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 24, 2007

EXHIBIT INDEX

| Exhibit | Description |
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| 23.2 | Consent of Debevoise & Plimpton LLP (contained in Exhibit 8.1) |