

DELTA AIR LINES INC /DE/
Form 4
October 31, 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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
common stock	10/29/2008		A		51,438 (1)	A	(D) 51,438 D
common stock	10/29/2008		A		159,690 (1)	A	(D) 211,128 D
common stock	10/29/2008		F		66,461 (2)	D	\$ 7.99 144,667 D
common stock	10/29/2008		A		260,000 (4)	A	(D) 404,667 D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 18.15 ⁽³⁾	10/29/2008		A	42,582 ⁽³⁾	10/29/2008 06/13/2017		common stock	42,582
Employee Stock Option (Right to Buy)	\$ 17.81 ⁽³⁾	10/29/2008		A	42,582 ⁽³⁾	10/29/2008 06/27/2017		common stock	42,582
Employee Stock Option (Right to Buy)	\$ 16.86 ⁽³⁾	10/29/2008		A	42,582 ⁽³⁾	10/29/2008 07/12/2017		common stock	42,582
Employee Stock Option (Right to Buy)	\$ 7.99	10/29/2008		A	520,000	⁽⁴⁾ 10/28/2018		common stock	520,000

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

10/31/2008

__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 shares of Delta common stock acquired upon conversion of shares of Northwest Airlines Corporation ("Northwest") common stock and Northwest restricted stock units 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).

(2) Represents shares withheld to pay tax withholding obligations to appropriate taxing authorities from the conversion of Northwest restricted stock units as a result of the Merger. This withholding was approved by Delta's Board of Directors and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Section 16b-3(d)(1) and Rule 16b-3(e).

(3) Represents acquisition of stock options covering shares of Delta common stock upon conversion of stock options covering shares of Northwest common stock as a result of 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).

(4) In connection with the Merger, the Personnel & Compensation Committee of Delta's Board of Directors granted merger awards consisting of restricted stock and stock options to Delta officers, including the Reporting Person, in a transaction exempt under Rule 16b-3(d). Subject to the Reporting Person's continued employment, the restricted stock vests, and the stock options become exercisable, over a three year period as follows: with respect to 20% of the shares on each of May 1, 2009, November 1, 2009, and May 1, 2010, and with respect to the remaining 40% of the shares on November 1, 2011. The exercise price of the stock option is the closing price of the common stock on the NYSE on October 29, 2008.

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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