

DELTA AIR LINES INC /DE/
Form 4/A
November 04, 2008

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAUENSTEIN GLEN W

(Last) (First) (Middle)

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

(Street)

ATLANTA,, GA 30320

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP-Network Plng & Rev Mgmt

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 (1) or (D) Price		
common stock	10/29/2008		F		72,214 (1) D \$ 7.99	97,899	D
common stock	10/29/2008		F		36,839 (2) D \$ 7.99	147,837	D
common stock						407,840 (3)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUENSTEIN GLEN W C/O DELTA AIR LINES, INC., DEPT. 981 P.O. BOX 20574 ATLANTA., GA 30320			EVP-Network Plng & Rev Mgmt	

Nanci Oliver Sloan as attorney-in-fact for Glen W. Hauenstein

11/04/2008

****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).

The original Form 4 reported that the number of shares withheld to pay tax withholding obligations to appropriate taxing authorities from the lapse of the restrictions on Reporting Person's restricted stock effective October 29, 2008 was 72,717 shares. Subsequent to the filing

- (1) date of the Form 4 the actual number of shares withheld was finalized and is reported in this Amended Form 4. This withholding was approved by the Personnel & Compensation Committee of Delta's Board of Directors and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Rules 16b-3(d)(1) and 16b-3(e).

The original Form 4 reported that the number of shares withheld to pay tax withholding obligations to appropriate taxing authorities from the settlement of the performance shares earned effective October 29, 2008 was estimated to be 36,840 shares. Subsequent to the filing

- (2) date of the Form 4 the actual number of shares withheld was finalized and is reported in this Amended Form 4. This withholding was approved by the Personnel & Compensation Committee of Delta's Board of Directors and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Rules 16b-3(d)(1) and 16b-3(e).

- (3) This line is included only to amend the holdings reported in Column 5 "Amount of Securities Beneficially Owned Following Reported Transactions" to reflect finalization of the number of shares withheld for taxes, as described in Notes (1) and (2), above.

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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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