

HAWAIIAN HOLDINGS INC
Form 4
May 01, 2014

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 *
DUNKERLEY MARK B

2. Issuer Name and Ticker or Trading Symbol
HAWAIIAN HOLDINGS INC [HA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HAWAIIAN HOLDINGS, INC., 3375 KOAPAKA STREET, SUITE G-350

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2014

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

(Street)
HONOLULU, HI 96819

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 or Price		
Common Stock	04/29/2014		M		51,299 A \$ 5		D
Common Stock	04/29/2014		M		50,900 A \$ 4.62		D
Common Stock	04/29/2014		S		102,199 D \$ 14.4021 (1)		D
Common Stock	04/30/2014		M		77,906 A \$ 4.62		D
	04/30/2014		S		77,906 D		D

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Common Stock					\$ 14.45 <u>(2)</u>		
Common Stock	05/01/2014		M	121,194	A	\$ 4.62	1,228,550 D
Common Stock	05/01/2014		S	121,194	D	\$ 14.6286 <u>(3)</u>	1,107,356 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)	\$ 5	04/29/2014		M	51,299	<u>(4)</u> 06/10/2015	Common Stock 51,299
Employee Stock Option (right to buy)	\$ 4.62	04/29/2014		M	50,900	<u>(4)</u> 07/25/2015	Common Stock 50,900
Employee Stock Option (right to buy)	\$ 4.62	04/30/2014		M	77,906	<u>(4)</u> 07/25/2015	Common Stock 77,906
Employee Stock Option (right to buy)	\$ 4.62	05/01/2014		M	121,194	<u>(4)</u> 07/25/2015	Common Stock 121,194

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNKERLEY MARK B C/O HAWAIIAN HOLDINGS, INC. 3375 KOAPAKA STREET, SUITE G-350 HONOLULU, HI 96819	X		President and CEO	

Signatures

/s/ Hoyt Zia, by power of attorney

05/01/2014

**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) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$14.40 to \$14.45 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$14.45 to \$14.455 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$14.50 to \$14.763 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(4) Shares subject to the option are fully vested and immediately exercisable.

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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