

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

AMERICAN AIRLINES INC
Form S-4/A
December 27, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 27, 2001

REGISTRATION NO. 333-73476

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMERICAN AIRLINES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	4512	13-150278
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

P.O. BOX 619616
DALLAS/FORT WORTH AIRPORT, TEXAS 75261-9616
(817) 963-1234
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

ANNE H. MCNAMARA, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
AMERICAN AIRLINES, INC.
P.O. BOX 619616
DALLAS/FORT WORTH AIRPORT, TEXAS
(817) 963-1234

JOHN T. CURRY, III, ESQ.
DEBEVOISE & PLIMPTON
919 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 909-6000

(Name, address, including zip code, and telephone number, including area code,
of agents for service)

COPY TO:

ROHAN S. WEERASINGHE, ESQ.

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022
(212) 848-4000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as possible after this registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

\$1,253,516,652.24

[AMERICAN AIRLINES LOGO]

OFFER TO EXCHANGE
PASS THROUGH CERTIFICATES, SERIES 2001-1,
WHICH HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933,
FOR ANY AND ALL OUTSTANDING PASS THROUGH CERTIFICATES, SERIES 2001-1

THE NEW CERTIFICATES

- The terms of the new pass through certificates we are issuing will be substantially identical to the terms of the outstanding pass through certificates, except that the new pass through certificates are being registered under the Securities Act of 1933, as amended, and will not contain restrictions on transfer or provisions relating to interest rate increases, and the pass through certificates will be available only in book-entry form.
- No public market currently exists for the pass through certificates.

THE EXCHANGE OFFER

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

- The exchange offer expires at 5:00 p.m., New York City time, on January 30, 2002, unless we extend it.

THE CERTIFICATES AND THE EXCHANGE OFFER INVOLVE RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 25.

PASS THROUGH CERTIFICATES	PRINCIPAL AMOUNT	INTEREST RATE	FINAL EXPECTED DISTRIBUTION DATE
Class A-1.....	\$368,682,212.07	6.977%	May 23, 2021
Class A-2.....	392,209,000.00	6.817	May 23, 2011
Class B.....	292,455,901.84	7.377	May 23, 2019
Class C.....	179,689,538.24	7.379	May 23, 2016
Class D.....	20,480,000.09	7.686	May 23, 2008

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is December 27, 2001.

TABLE OF CONTENTS

	PAGE
PRESENTATION OF INFORMATION.....	3
WHERE YOU CAN FIND MORE INFORMATION.....	4
PROSPECTUS SUMMARY.....	5
The Exchange Offer.....	5
Summary of Terms of Certificates.....	9
Equipment Notes and the Aircraft.....	10
Loan to Aircraft Value Ratios.....	12
Cash Flow Structure.....	13
The Certificates.....	14
The Company.....	21
Summary Historical Consolidated Financial and Operating Data.....	23
RISK FACTORS.....	25
Special Risk Factor.....	25
Risk Factors Relating to the Certificates and the Exchange Offer.....	26
Consequences of Failure to Exchange.....	26
Appraisals and Realizable Value of	

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Aircraft.....	26
Repossession.....	27
Priority of Distributions; Subordination.....	27
Control over Collateral; Sale of Collateral.....	27
Ratings of the Certificates.....	28
No Protection Against Highly Leveraged or Extraordinary Transactions.....	29
Limited Ability to Resell the Certificates.....	29
THE EXCHANGE OFFER.....	29
General.....	29
Expiration Date; Extensions; Amendments; Termination.....	31
Distributions on the New Certificates.....	31
Procedures for Tendering.....	32
Acceptance of Old Certificates for Exchange; Delivery of New Certificates.....	33
Book-Entry Transfer.....	34
Guaranteed Delivery Procedures.....	34
Withdrawal of Tenders.....	35
Conditions.....	35
Exchange Agent.....	36
Fees and Expenses.....	36
THE COMPANY.....	37
USE OF PROCEEDS.....	37
DESCRIPTION OF THE CERTIFICATES.....	37
General.....	37
Distribution of Payments on Equipment Notes.....	38
Subordination.....	40
Pool Factors.....	40
Reports to Certificateholders.....	42
Indenture Events of Default and Certain Rights upon an Indenture Event of Default.....	42
Purchase Rights of Certificateholders.....	44
PTC Event of Default.....	45
Merger, Consolidation and Transfer of Assets.....	45
Modification of the Pass Through Trust Agreements and Certain Other Agreements.....	46

PAGE

Possible Issuance of Series E Equipment Notes.....	48
Termination of the Trusts.....	48
The Trustees.....	48
Book-Entry Registration; Delivery and	

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Form.....	49
DESCRIPTION OF THE LIQUIDITY	
FACILITIES.....	51
General.....	51
Drawings.....	51
Replacement of Liquidity Facilities....	52
Reimbursement Drawings.....	54
Liquidity Events of Default.....	55
Liquidity Provider.....	56
DESCRIPTION OF THE INTERCREDITOR	
AGREEMENT.....	56
Intercreditor Rights.....	56
Priority of Distributions.....	58
Addition of Trustee for Class E	
Certificates.....	61
The Subordination Agent.....	62
DESCRIPTION OF THE AIRCRAFT AND THE	
APPRAISALS.....	63
The Aircraft.....	63
The Appraisals.....	63
DESCRIPTION OF THE EQUIPMENT NOTES.....	
General.....	65
Subordination.....	66
Principal and Interest Payments.....	66
Redemption.....	67
Security.....	68
Loan to Value Ratios of Equipment	
Notes.....	69
Defeasance.....	69
Limitation of Liability.....	70
Indenture Events of Default, Notice and	
Waiver.....	70
Remedies.....	72
Modification of Indentures and	
Leases.....	74
Indemnification.....	74
Certain Provisions of the Leases and	
the Owned Aircraft Indentures.....	75
CERTAIN FEDERAL INCOME TAX	
CONSEQUENCES.....	82
CERTAIN ERISA CONSIDERATIONS.....	
General.....	82
Plan Assets Issues.....	83
Prohibited Transaction Exemptions.....	83
Special Considerations Applicable to	
Insurance Company General Accounts...	84
PLAN OF DISTRIBUTION.....	85
LEGAL OPINIONS.....	85
EXPERTS.....	85
APPRAISERS.....	86
INDEX OF TERMS.....	Appendix I
APPRAISAL LETTERS.....	Appendix II
EQUIPMENT NOTE PRINCIPAL PAYMENTS.....	Appendix III
LOAN TO VALUE RATIOS OF EQUIPMENT	
NOTES.....	Appendix IV

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

THE DOCUMENTS INCORPORATED BY REFERENCE IN THIS PROSPECTUS OR TO WHICH WE HAVE REFERRED YOU. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. IF ANYONE PROVIDES YOU WITH DIFFERENT OR INCONSISTENT INFORMATION, YOU SHOULD NOT RELY ON IT. THIS DOCUMENT MAY BE USED ONLY WHERE IT IS LEGAL TO OFFER OR SELL THESE SECURITIES. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF THIS PROSPECTUS. ALSO, YOU SHOULD NOT ASSUME THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF AMERICAN SINCE THE DATE OF THIS PROSPECTUS.

PRESENTATION OF INFORMATION

We have given certain capitalized terms specific meanings for purposes of this Prospectus. The "Index of Terms" attached as Appendix I to this Prospectus lists the page in this Prospectus on which we have defined each such term.

At varying places in this Prospectus, we refer you to other sections for additional information by indicating the caption heading of such other sections. The page on which each principal caption included in this Prospectus can be found is listed in the Table of Contents above.

This Prospectus contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which represent our expectations or beliefs concerning future events. When used in this Prospectus and in documents incorporated by reference, the words "expects," "plans," "anticipates," and similar expressions are intended to identify forward-looking statements. Forward-looking statements include our expectations concerning operations and financial conditions, overall economic conditions, plans and objectives for future operations and the impact of the events of September 11, 2001 on us and the sufficiency of our financial resources to absorb that impact. All forward-looking statements in this Prospectus are based upon information available to us on the date of this Prospectus. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Forward-looking statements are subject to a number of factors that could cause actual results to differ materially from our expectations. These factors include the adverse impact of the terrorist attacks on the economy in general, the likelihood of a further decline in air travel because of the attacks and as a result of a reduction in our operations, higher costs associated with new security directives and, potentially, new regulatory initiatives, higher costs for insurance and the continued availability of such insurance, the number of crew members who may be called for duty in the armed services and the impact on our ability to operate as planned. Additional information concerning these and other factors is contained in our Securities and Exchange Commission filings, including but not limited to the Form 10-K for the year ended December 31, 2000.

3

WHERE YOU CAN FIND MORE INFORMATION

This Prospectus constitutes a part of a registration statement on Form S-4 (together with all amendments, exhibits and appendices, the "Registration Statement") filed by American with the Securities and Exchange Commission (the "Commission") under the Securities Act. This Prospectus does not contain all of the information included in the Registration Statement, the exhibits and certain other parts of which are omitted in accordance with the rules and regulations of the Commission. Statements contained in this Prospectus as to the contents of any contract or other document are not necessarily complete, and you should review the full texts of those contracts and other documents.

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

We file annual, quarterly and special reports with the Commission. These Commission filings are available to the public over the Internet at the Commission's web site at <http://www.sec.gov>. You may also read and copy any such document we file at the Commission's public reference rooms at 450 Fifth Street, N.W., Washington, D.C. 20549, and in New York, New York and Chicago, Illinois. Please call the Commission at 1-800-SEC-0330 for further information on the public reference rooms and copy charges.

We incorporate by reference the documents listed below and any future filings made with the Commission under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act until the termination of the Exchange Offer.

- Annual Report on Form 10-K for the year ended December 31, 2000.
- Quarterly Reports on Form 10-Q for the quarters ended March 31, 2001, June 30, 2001 and September 30, 2001.
- Current Reports on Form 8-K filed January 10, 2001; January 17, 2001; March 8, 2001; March 13, 2001; April 11, 2001; April 12, 2001; April 19, 2001; April 24, 2001; April 30, 2001; May 10, 2001; May 11, 2001; May 24, 2001; May 31, 2001; June 18, 2001; June 26, 2001; July 19, 2001; August 3, 2001; August 21, 2001; September 7, 2001; September 19, 2001; September 25, 2001 and November 13, 2001.

You may obtain a copy of the Registration Statement and these filings (other than their exhibits, unless those exhibits are specifically incorporated by reference in the filings) at no cost by writing or telephoning us at the following address:

Corporate Secretary
American Airlines, Inc.
P.O. Box 619616, Mail Drop 5675
Dallas/Fort Worth Airport, Texas 75261-9616
(817) 967-1254

4

PROSPECTUS SUMMARY

This summary highlights selected information from this Prospectus and may not contain all of the information that is important to you. For more complete information about the Certificates and American Airlines, Inc., you should read this entire Prospectus, as well as the materials filed with the Commission that are considered to be a part of this Prospectus. See "Where You Can Find More Information" and "The Company". Unless otherwise indicated, "we," "us," "our" and similar terms, as well as references to "American" or the "Company", refer to American Airlines, Inc. The term "you" refers to prospective investors in the Certificates.

THE EXCHANGE OFFER

The Certificates..... On May 24, 2001 we issued, through five separate trusts, Class A-1, Class A-2, Class B, Class C and Class D Pass Through Certificates, Series 2001-1. On May 24, 2001, we privately placed an aggregate of \$420,880,000 Class A-1 Certificates, \$392,209,000 Class A-2 Certificates, \$297,430,000 Class B Certificates, \$183,530,000 Class C Certificates and \$25,600,000 Class D Certificates pursuant

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

to exemptions from the registration requirements of the Securities Act. On November 23, 2001 principal payments on the Series A-1, Series B, Series C and Series D Equipment Notes reduced the amounts of such Certificates outstanding to \$368,682,212.07, \$292,455,901.84, \$179,689,538.24 and \$20,480,000.09, respectively. The "Placement Agents" of the Certificates were Morgan Stanley & Co. Incorporated, Credit Suisse First Boston Corporation, Salomon Smith Barney Inc. and Dresdner Kleinwort Wasserstein Securities LLC.

When we use the term "Old Certificates" in this Prospectus, we mean the Class A-1, Class A-2, Class B, Class C and Class D Certificates, Series 2001-1, which were privately placed with the Placement Agents on May 24, 2001 and were not registered with the Commission.

When we use the term "New Certificates" in this Prospectus, we mean the Class A-1, Class A-2, Class B, Class C and Class D Certificates registered with the Commission and offered hereby in exchange for the Old Certificates.

When we use the term "Certificates" in this Prospectus, the related discussion applies to both the Old Certificates and the New Certificates.

Registration Rights

Agreement.....

On May 18, 2001, we entered into a Registration Rights Agreement with the Placement Agents and the Trustee providing, among other things, for the Exchange Offer.

The Exchange Offer.....

We are offering New Certificates in exchange for an equal principal amount of Old Certificates of the same class. The New Certificates will be issued to satisfy our obligations under the Registration Rights Agreement.

The New Certificates will be entitled to the benefits of and will be governed by the same Pass Through Trust Agreements that govern the Old Certificates. The form and terms of the New Certificates are the same in all material respects as the form and terms of the

Old Certificates, except that we registered the New Certificates under the Securities Act so their transfer is not restricted like the Old Certificates, the New Certificates do not contain terms with respect to transfer

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

restrictions or interest rate increases and the New Certificates will be available only in book-entry form.

As of the date of this Prospectus, \$1,253,516,652.24 of Old Certificates are outstanding.

Conditions to the Exchange Offer.....

The Exchange Offer is not conditioned upon any minimum principal amount of Old Certificates being tendered for exchange. However, the Exchange Offer is subject to certain customary conditions, which may be waived by us. See "The Exchange Offer -- Conditions".

Procedures for Tendering Old Certificates.....

If you wish to accept the Exchange Offer you must deliver your Old Certificates to the Exchange Agent for exchange no later than 5:00 p.m., New York City time, on January 30, 2002. The Expiration Date may be extended under certain circumstances.

You must also deliver a completed and signed letter of transmittal together with the Old Certificates (the "Letter of Transmittal"). A Letter of Transmittal has been sent to Certificateholders and a form can be found as an exhibit to the Registration Statement. Please refer to "The Exchange Offer -- Procedures for Tendering".

You must deliver the Old Certificates and the Letter of Transmittal to State Street Bank and Trust Company of Connecticut, National Association (the "Exchange Agent"), as follows:

State Street Bank and Trust Company of Connecticut, National Association
c/o State Street Bank and Trust Company
2 Avenue de Lafayette
Boston, Massachusetts 02111
Attn: Ralph Jones/Account Services Group

Telephone: (617) 662-1548 Facsimile: (617) 662-1452

If you hold Old Certificates through DTC and wish to accept the Exchange Offer, you may do so through DTC's Automated Tender Offer Program. By accepting the Exchange Offer through such program, you will agree to be bound by the Letter of Transmittal as though you had signed the Letter of Transmittal and delivered it to the Exchange Agents.

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

See "The Exchange Offer -- Procedures for Tendering", "-- Book-Entry Transfer" and "-- Exchange Agent".

Guaranteed Delivery

Procedures.....

If you wish to tender Old Certificates and your Old Certificates are not immediately available or you cannot deliver your Old Certificates and a properly completed Letter of Transmittal or any other documents required by the Letter of Transmittal to the Exchange Agent prior to the Expiration Date or you cannot complete the book-entry transfer procedures prior to the Expiration Date, you may tender your Old Certificates according to the guaranteed

6

delivery procedures set forth in "The Exchange Offer -- Guaranteed Delivery Procedures".

Denominations.....

You may only tender Old Certificates in integral multiples of \$1,000. Similarly, the New Certificates will only be issued in integral multiples of \$1,000.

Withdrawal Rights.....

You may withdraw a tender of Old Certificates at any time before 5:00 p.m., New York City time, on the Expiration Date. To withdraw a tender of Old Certificates, the Exchange Agent must receive a written or facsimile transmission notice requesting such withdrawal at its address set forth under "The Exchange Offer -- Exchange Agent" prior to 5:00 p.m., New York City time, on the Expiration Date. See "The Exchange Offer -- Withdrawal of Tenders".

Resale of New Certificates....

We believe that you can offer for resale, resell and otherwise transfer the New Certificates without complying with the registration and prospectus delivery requirements of the Securities Act if:

- you acquire the New Certificates in the ordinary course of your business;
- you have no arrangements or understanding with any person to participate in the distribution of the New Certificates; and
- you are not an "affiliate", as defined in Rule 405 of the Securities Act, of ours or of any Trustee or a broker-dealer who acquired Old Certificates directly from a Trustee for your own account.

If any of these conditions is not satisfied and you transfer any New Certificate without delivering a proper prospectus or without qualifying for a registration exemption, you

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

may incur liability under the Securities Act. We do not assume or indemnify you against such liability.

Each broker-dealer that receives New Certificates in exchange for Old Certificates held for its own account as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of such New Certificates. A broker-dealer may use this Prospectus for an offer to resell, resale or other transfer of such New Certificates issued to it in the Exchange Offer.

For more information on the resale of New Certificates, see "The Exchange Offer -- General".

Registration, Clearance and Settlement.....

The New Certificates will be represented by one or more permanent global certificates, which will be registered in the name of the nominee of DTC. The global certificates will be deposited with the Trustee as custodian for DTC. See "Description of the Certificates -- Book-Entry Registration; Delivery and Form".

Delivery of New Certificates.....

The Exchange Agent will deliver New Certificates in exchange for all properly tendered Old Certificates promptly following the expiration of the Exchange Offer.

7

Certain Federal Income Tax Consequences.....

The exchange of New Certificates for Old Certificates will not be treated as a taxable event for federal income tax purposes. See "Certain Federal Income Tax Consequences".

Fees and Expenses.....

We will pay all expenses, other than certain applicable taxes, of completing the Exchange Offer and compliance with the Registration Rights Agreement. See "The Exchange Offer -- Fees and Expenses".

Failure to Exchange Old Certificates.....

Once the Exchange Offer has been completed, if you do not exchange your Old Certificates for New Certificates in the Exchange Offer, you will no longer be entitled to registration rights and will not be able to offer or sell your Old Certificates, unless (i) such Old Certificates are subsequently registered under the Securities Act (which, subject to certain exceptions set forth in the Registration Rights

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Agreement, we will have no obligation to do) or (ii) your transaction is exempt from, or otherwise not subject to, the Securities Act and applicable state securities laws. See "Risk Factors -- Risk Factors Relating to the Certificates and the Exchange Offer -- Consequences of Failure to Exchange" and "The Exchange Offer".

Use of Proceeds..... We will not receive any cash proceeds from the exchange of the New Certificates for the Old Certificates.

SUMMARY OF TERMS OF CERTIFICATES

	CLASS A-1 CERTIFICATES	CLASS A-2 CERTIFICATES	CLASS B CERTIFICATES	CLASS CERTIFI
Aggregate face amount at the issuance date of Old Certificates.....	\$420,880,000	\$392,209,000	\$297,430,000	\$183,53
Ratings (1):				
Moody's.....	Baa1	Baa1	Baa3	Ba2
Standard & Poor's.....	AA-	AA-	A-	BBB
Initial loan to Aircraft value at the issuance date of Old Certificates (cumulative) (2).....	41.0%	41.0%	56.0%	65.3
Expected maximum loan to Aircraft value (cumulative).....	41.0%	41.0%	56.0%	65.3
Expected principal distribution window (in years).....	0.5-20.0	10.0	0.5-18.0	0.5-1
Initial average life from the issuance date of Old Certificates (in years)....	9.4	10.0	7.9	6.5
Regular Distribution Dates...	May 23 and November 23	May 23 and November 23	May 23 and November 23	May 23 November
Final expected regular distribution date.....	May 23, 2021	May 23, 2011	May 23, 2019	May 23,
Final Legal Distribution Date.....	November 23, 2022	November 23, 2012	November 23, 2020	Novembe 201
Minimum denomination.....	\$1,000	\$1,000	\$1,000	\$1,0
Section 1110 protection.....	Yes	Yes	Yes	Yes
Liquidity Facility coverage.....	Three semiannual interest payments	Three semiannual interest payments	Three semiannual interest payments	Three sem inter payme

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

- (1) The ratings assigned to the Certificates by Standard & Poor's are on CreditWatch with negative implications by Standard & Poor's. See "Risk Factors -- Special Risk Factor".
- (2) The initial aggregate appraised value of the Aircraft was \$1,982,986,667. See "Loan To Aircraft Value Ratios" in this Summary for the method we used in calculating the loan to Aircraft value ratios.

EQUIPMENT NOTES AND THE AIRCRAFT

The Class A-1, Class A-2, Class B and Class C Trusts hold Equipment Notes issued for each of 32 McDonnell Douglas MD-83 aircraft, ten Boeing 737-823 aircraft and four Boeing 777-223ER aircraft. The Class D Trust holds Equipment Notes issued only for each of such 32 McDonnell Douglas MD-83 aircraft. All of the McDonnell Douglas MD-83 aircraft were delivered new on lease to Trans World Airlines, Inc. and the related leases were amended and assigned by Trans World Airlines, Inc. to, and assumed by, American on April 9, 2001. All of the Boeing 737-823 and 777-223ER aircraft were delivered new to, and are being operated by, American. The 32 McDonnell Douglas MD-83 aircraft are referred to as the "Leased Aircraft" and the Boeing 737-823 and Boeing 777-223ER aircraft are referred to as the "Owned Aircraft". The Equipment Notes issued with respect to each Aircraft are secured by a security interest in such Aircraft. See "Description of the Aircraft and the Appraisals" for a description of the Aircraft. Set forth below is information about the Equipment Notes held in the Trusts and the Aircraft.

AIRCRAFT TYPE	REGISTRATION NUMBER	MONTH DELIVERED	INITIAL PRINCIPAL AMOUNT OF EQUIPMENT NOTES	APPRAISED VALUE
McDonnell Douglas MD-83.....	N9630A	May 1997	\$18,800,927	\$28,29
McDonnell Douglas MD-83.....	N9615W	July 1997	17,776,332	28,45
McDonnell Douglas MD-83.....	N9616G	August 1997	17,956,504	28,52
McDonnell Douglas MD-83.....	N9617R	September 1997	18,147,689	28,60
McDonnell Douglas MD-83.....	N9618A	October 1997	18,095,673	28,68
McDonnell Douglas MD-83.....	N9619V	December 1997	18,269,936	28,84
McDonnell Douglas MD-83.....	N9620D	November 1977	18,406,037	28,76
McDonnell Douglas MD-83.....	N9622A	August 1998	18,705,838	30,06
McDonnell Douglas MD-83.....	N9624T	September 1998	18,773,422	30,14
McDonnell Douglas MD-83.....	N9625W	October 1998	18,859,247	30,22
McDonnell Douglas MD-83.....	N9626F	November 1998	18,946,499	30,31
McDonnell Douglas MD-83.....	N9628W	January 1999	19,700,948	30,66
McDonnell Douglas MD-83.....	N9629H	February 1999	19,740,760	30,78
McDonnell Douglas MD-83.....	N961TW	May 1999	19,967,376	31,37
McDonnell Douglas MD-83.....	N962TW	May 1999	19,965,846	31,37
McDonnell Douglas MD-83.....	N963TW	May 1999	20,008,335	31,37
McDonnell Douglas MD-83.....	N964TW	June 1999	20,123,830	31,45
McDonnell Douglas MD-83.....	N965TW	June 1999	20,249,459	31,45
McDonnell Douglas MD-83.....	N966TW	June 1999	20,307,176	31,45
McDonnell Douglas MD-83.....	N967TW	July 1999	20,579,262	31,53
McDonnell Douglas MD-83.....	N968TW	July 1999	20,900,795	31,53
McDonnell Douglas MD-83.....	N969TW	July 1999	21,048,566	31,53
McDonnell Douglas MD-83.....	N970TW	August 1999	21,048,680	31,54
McDonnell Douglas MD-83.....	N971TW	August 1999	21,048,680	31,54

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

McDonnell Douglas MD-83.....	N972TW	August 1999	21,048,680	31,54
McDonnell Douglas MD-83.....	N9677W	October 1999	20,376,237	31,72
McDonnell Douglas MD-83.....	N979TW	November 1999	21,050,240	31,84
McDonnell Douglas MD-83.....	N980TW	November 1999	21,050,240	31,84
McDonnell Douglas MD-83.....	N9681B	November 1999	20,664,204	31,84
McDonnell Douglas MD-83.....	N982TW	December 1999	21,049,856	31,96
McDonnell Douglas MD-83.....	N983TW	December 1999	21,049,856	31,96
McDonnell Douglas MD-83.....	N984TW	December 1999	21,049,856	31,96

AIRCRAFT TYPE	REGISTRATION NUMBER	MONTH DELIVERED	INITIAL PRINCIPAL AMOUNT OF EQUIPMENT NOTES	APPRAISED BASE VALUE
Boeing 737-823.....	N937AN	June 2000	31,414,793	45,86
Boeing 737-823.....	N944AN	September 2000	31,701,324	46,28
Boeing 737-823.....	N945AN	September 2000	31,701,324	46,28
Boeing 737-823.....	N946AN	September 2000	31,701,324	46,28
Boeing 737-823.....	N952AA	December 2000	32,221,916	47,04
Boeing 737-823.....	N953AN	January 2001	32,910,297	48,04
Boeing 737-823.....	N954AN	January 2001	32,910,297	48,04
Boeing 737-823.....	N955AN	February 2001	32,994,776	48,17
Boeing 737-823.....	N956AN	February 2001	32,997,060	48,17
Boeing 737-823.....	N957AN	March 2001	33,087,166	48,30
Boeing 777-223ER.....	N788AN	May 2000	90,184,522	131,65
Boeing 777-223ER.....	N789AN	June 2000	90,344,408	131,88
Boeing 777-223ER.....	N790AN	June 2000	90,353,492	131,90
Boeing 777-223ER.....	N791AN	June 2000	90,359,318	131,90

(1) The appraised base value of each Aircraft set forth above is the lesser of the average and median appraised base values of such Aircraft as of the issuance date of the Old Certificates as appraised by three independent appraisal and consulting firms. Such appraisals are based upon varying assumptions (which may not reflect current market conditions) and methodologies. An appraisal is only an estimate of value and should not be relied upon as a measure of realizable value. Each of the appraisals was prepared prior to September 11, 2001 and the value of the Aircraft will likely be negatively affected, at least in the short term, as a consequence of the events of September 11, 2001 referred to under "Risk Factors -- Special Risk Factor". See "Risk Factors -- Risk Factors Relating to the Certificates and the Exchange Offer -- Appraisals and Realizable Value of Aircraft".

LOAN TO AIRCRAFT VALUE RATIOS

The following table sets forth loan to Aircraft value ratios ("LTVs") for each Class of Certificates as of the issuance date of the Old Certificates and each May 23 Regular Distribution Date. The table should not be considered a forecast or prediction of expected or likely LTVs but simply a mathematical calculation based upon one set of assumptions. See "Risk Factors -- Risk Factors

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Relating to the Certificates and the Exchange Offer -- Appraisals and Realizable Value of Aircraft".

The following table was compiled on an aggregate basis. However, the Equipment Notes secured by an Aircraft are not secured by any other Aircraft. This means that any excess proceeds realized from the sale of an Aircraft or other exercise of default remedies are not available to cover any shortfalls on the Equipment Notes relating to any other Aircraft. See "Description of the Equipment Notes -- Loan to Value Ratios of Equipment Notes" and Appendix IV for LTVs for the Equipment Notes issued in respect of individual Aircraft, which may be more relevant in a default situation than the aggregate values shown below.

DATE	AGGREGATE ASSUMED AIRCRAFT VALUE (1)	OUTSTANDING POOL BALANCE (2)			
		CLASS A-1 CERTIFICATES	CLASS A-2 CERTIFICATES	CLASS B CERTIFICATES	CLASS C CERTIFICATES
May 24, 2001.....	\$1,982,986,667	\$420,880,000	\$392,209,000	\$297,430,000	\$183,530,000
May 23, 2002.....	1,927,358,240	362,647,719	392,209,000	279,852,969	167,449,076
May 23, 2003.....	1,864,719,078	342,234,408	392,209,000	257,426,183	156,168,153
May 23, 2004.....	1,802,079,915	322,638,050	392,209,000	237,422,049	139,427,098
May 23, 2005.....	1,739,440,753	300,442,766	392,209,000	213,820,710	119,761,645
May 23, 2006.....	1,676,801,591	277,538,244	392,209,000	190,939,675	93,604,156
May 23, 2007.....	1,614,162,428	255,667,200	392,209,000	171,037,791	85,923,232
May 23, 2008.....	1,551,523,266	235,084,002	392,209,000	155,498,611	69,763,718
May 23, 2009.....	1,488,884,104	208,691,267	392,209,000	139,714,902	62,582,042
May 23, 2010.....	1,426,244,941	181,198,962	392,209,000	135,146,066	62,246,788
May 23, 2011.....	670,782,301	177,652,491	0	63,457,393	28,029,669
May 23, 2012.....	638,842,246	177,180,799	0	59,010,968	24,480,803
May 23, 2013.....	605,442,475	169,079,991	0	52,552,206	18,181,870
May 23, 2014.....	570,072,381	149,918,651	0	44,955,675	12,489,379
May 23, 2015.....	528,840,215	128,717,055	0	36,155,782	6,844,615
May 23, 2016.....	486,253,475	106,163,898	0	26,290,131	0
May 23, 2017.....	443,666,735	82,746,110	0	16,413,880	0
May 23, 2018.....	399,620,279	58,186,202	0	7,293,275	0
May 23, 2019.....	353,603,500	36,721,915	0	0	0
May 23, 2020.....	301,724,649	18,166,930	0	0	0
May 23, 2021.....	0	0	0	0	0

LTV (3)

DATE	CLASS A-2 CERTIFICATES	CLASS B CERTIFICATES	CLASS C CERTIFICATES	CLASS D CERTIFICATES
May 24, 2001.....	41.0%	56.0%	65.3%	66.5%
May 23, 2002.....	39.2	53.7	62.4	60.3
May 23, 2003.....	39.4	53.2	61.6	59.1
May 23, 2004.....	39.7	52.8	60.6	57.9
May 23, 2005.....	39.8	52.1	59.0	56.3
May 23, 2006.....	39.9	51.3	56.9	54.2
May 23, 2007.....	40.1	50.7	56.1	52.0
May 23, 2008.....	40.4	50.5	54.9	NA
May 23, 2009.....	40.4	49.7	53.9	NA
May 23, 2010.....	40.2	49.7	54.0	NA
May 23, 2011.....	NA	35.9	40.1	NA
May 23, 2012.....	NA	37.0	40.8	NA
May 23, 2013.....	NA	36.6	39.6	NA
May 23, 2014.....	NA	34.2	36.4	NA

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

May 23, 2015.....	NA	31.2	32.5	NA
May 23, 2016.....	NA	27.2	NA	NA
May 23, 2017.....	NA	22.6	NA	NA
May 23, 2018.....	NA	17.9	NA	NA
May 23, 2019.....	NA	NA	NA	NA
May 23, 2020.....	NA	NA	NA	NA
May 23, 2021.....	NA	NA	NA	NA

-
- (1) In calculating the aggregate Assumed Aircraft Value, we have assumed that the initial appraised base value of each Aircraft, determined as described under "-- Equipment Notes and the Aircraft," declines by approximately 3% of the initial appraised base value per year for the first 15 years after delivery by the manufacturer of such Aircraft, by approximately 4% of the initial appraised base value per year for the following five years and by approximately 5% of the initial appraised base value per year thereafter. Other rates or methods of depreciation would result in materially different LTVs. We cannot assure you that the depreciation rate and method assumed for purposes of the table are the ones most likely to occur or predict the actual future value of any Aircraft. See "Risk Factors -- Risk Factors Relating to the Certificates and the Exchange Offer -- Appraisals and Realizable Value of Aircraft".
 - (2) The "pool balance" for each Class of Certificates indicates, as of any date, the portion of the original face amount of such Class of Certificates that has not been distributed to Certificateholders.
 - (3) We obtained the LTVs for each Class of Certificates for each May 23 Regular Distribution Date by dividing (i) the expected outstanding pool balance of such Class together with the expected outstanding pool balance of all other Classes ranking equal or senior in right to distributions to such Class after giving effect to the distributions expected to be made on such date, by (ii) the assumed value of all of the Aircraft on such date based on the assumptions described above. The aggregate Assumed Aircraft Value does not include the value of any of the Owned Aircraft on or after May 23, 2011 when all the Equipment Notes secured by these Aircraft are scheduled to be repaid in full.

12

CASH FLOW STRUCTURE

This diagram illustrates the structure for the offering of the Certificates and certain cash flows.

[AMERICAN AIRLINES CHART]

-
- (1) Each Leased Aircraft leased to American is subject to a separate Lease and related Indenture; each Owned Aircraft owned by American is subject to a separate Indenture.
 - (2) Series D Equipment Notes were issued only with respect to Leased Aircraft. Therefore, only rental payments on Leased Aircraft are available for payment of principal, interest and other amounts on the Series D Equipment Notes.
 - (3) Separate Liquidity Facilities are available with respect to the Class A-1, Class A-2, Class B and Class C Certificates for up to three semiannual

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

interest distributions on the Certificates of such Class. There is no liquidity facility available with respect to the Class D Certificates.

13

THE CERTIFICATES

Trusts..... The Class A-1 Trust, the Class A-2 Trust, the Class B Trust, the Class C Trust and the Class D Trust each were formed pursuant to a separate trust supplement to a basic pass through trust agreement between American and State Street Bank and Trust Company of Connecticut, National Association, as trustee under each trust.

Certificates Offered..... - Class A-1 Certificates
- Class A-2 Certificates
- Class B Certificates
- Class C Certificates
- Class D Certificates

Each Class of Certificates represents fractional undivided interests in the related Trust.

Use of Proceeds..... The proceeds from the sale of the Certificates of each Trust were used to acquire the Equipment Notes held by such Trust. The Equipment Notes were issued under 46 separate Indentures. A portion of the proceeds from issuance of the Equipment Notes under each Leased Aircraft Indenture was used to repay indebtedness (held by an affiliate of the initial Owner Participant) secured by the Leased Aircraft, and the remaining proceeds were retained by the initial Owner Participant. The proceeds from issuance of the Equipment Notes under each Owned Aircraft Indenture were used by American to finance or refinance the acquisition of the Owned Aircraft.

Subordination Agent, Trustee and Loan Trustee..... State Street Bank and Trust Company of Connecticut, National Association.

Liquidity Provider for the Class A-1, Class A-2, Class B and Class C Certificates..... Westdeutsche Landesbank Girozentrale, New York Branch. There is no liquidity facility available with respect to the Class D Certificates.

Trust Property..... The property of each Trust includes:
- Equipment Notes acquired by such Trust, which, in the case of the Series D Trust, are

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Equipment Notes issued with respect to Leased Aircraft only.

- All rights of such Trust under the Intercreditor Agreement described below (including all monies receivable pursuant to such rights).
- All monies receivable under the Liquidity Facility for such Trust.
- Funds from time to time deposited with the Trustee in accounts relating to such Trust.

Regular Distribution Dates.... May 23 and November 23, commencing on November 23, 2001.

14

Record Dates..... The fifteenth day preceding the related Distribution Date.

Distributions..... The Trustee will distribute all payments of principal, Make-Whole Amount (if any) and interest received on the Equipment Notes held in each Trust to the holders of the Certificates of such Trust, subject to the subordination provisions applicable to the Certificates.

Subject to the subordination provisions applicable to the Certificates, scheduled payments of principal and interest made on the Equipment Notes will be distributed on the applicable Regular Distribution Dates. Payments of principal, Make-Whole Amount (if any) and interest made on the Equipment Notes resulting from any early redemption or purchase of such Equipment Notes will be distributed on a Special Distribution Date after not less than 15 days' notice to Certificateholders.

Intercreditor Agreement..... The Trusts, the Liquidity Provider and the Subordination Agent are parties to the Intercreditor Agreement. The Intercreditor Agreement states how payments made on the Equipment Notes and the Liquidity Facilities will be distributed among the Trusts and the Liquidity Provider. The Intercreditor Agreement also sets forth agreements among the Trusts and the Liquidity Provider relating to who will control the exercise of remedies under the Equipment Notes and the Indentures.

Subordination..... Under the Intercreditor Agreement, after the Liquidity Provider is reimbursed (if necessary) and certain other fees and expenses are paid, distributions on the Certificates generally will be made in the following order:

- First, to the holders of the Class A-1 and Class A-2 Certificates.
- Second, to the holders of the Class B Certificates.
- Third, to the holders of the Class C Certificates.
- Fourth, to the holders of the Class D Certificates.

However, if American is in bankruptcy or other specified defaults have occurred but American is continuing to meet certain of its payment obligations, the subordination provisions applicable to the Certificates permit distributions to be made on junior Certificates prior to making distributions in full on the more senior Certificates.

Control of Loan Trustee.....

The holders of at least a majority of the outstanding principal amount of Equipment Notes issued under each Indenture will be entitled to direct the Loan Trustee under such Indenture in taking action as long as no Indenture Event of Default is continuing thereunder. If an Indenture Event of Default is continuing under such Indenture, subject to certain conditions, the Controlling Party will direct the Loan Trustee in taking action under such Indenture (including in exercising remedies, such as accelerating such Equipment Notes or foreclosing the lien on the Aircraft securing such Equipment Notes).

15

The Controlling Party will be:

- The Class A-1 Trustee or Class A-2 Trustee, whichever represents the Class with the larger Pool Balance of Certificates outstanding at the time the Indenture Event of Default occurs.
- Upon payment of Final Distributions to the holders of such larger Class, the other of the Class A-1 Trustee or Class A-2 Trustee.
- Upon payment of Final Distributions to the holders of Class A-1 and Class A-2 Certificates, the Class B Trustee.
- Upon payment of Final Distributions to the holders of Class B Certificates, the Class C Trustee.
- Upon payment of Final Distributions to the holders of Class C Certificates, the Class D

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Trustee.

- Under certain circumstances, and notwithstanding the foregoing, the Liquidity Provider with the greatest amount owed to it.

In exercising remedies during the nine months after the earlier of (a) the acceleration of the Equipment Notes issued pursuant to any Indenture or (b) the bankruptcy of American, the Controlling Party may not, without the consent of each Trustee, sell such Equipment Notes or the Aircraft subject to the lien of such Indenture for less than certain specified minimums or, in the case of a Leased Aircraft, modify lease rental payments for such Aircraft below a specified threshold.

Right to Buy Other Classes of Certificates.....

If American is in bankruptcy or certain other specified events have occurred, Certificateholders will have the right to buy certain other Classes of Certificates on the following basis:

- If either the Class A-1 or Class A-2 Certificateholders are then represented by the Controlling Party, the Certificateholders of such Class that is not so represented will have the right to purchase all, but not less than all, of the Certificates of such Class that is so represented.
- The Class B Certificateholders will have the right to purchase all, but not less than all, of the Class A-1 and Class A-2 Certificates.
- The Class C Certificateholders will have the right to purchase all, but not less than all, of the Class A-1, Class A-2 and Class B Certificates.
- The Class D Certificateholders will have the right to purchase all, but not less than all, of the Class A-1, Class A-2, Class B and Class C Certificates.

The purchase price in each case described above will be the outstanding balance of the applicable Class of Certificates plus accrued and undistributed interest.

Liquidity Facilities.....

Under the Liquidity Facility for the Class A-1, Class A-2, Class B and Class C Trusts, the Liquidity Provider will, if necessary, make

advances in an aggregate amount sufficient to pay interest distributions on the applicable Class of Certificates on up to three successive semiannual Regular Distribution Dates at the

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

applicable interest rate for such Certificates. The Liquidity Facilities cannot be used to pay any other amount in respect of the Certificates.

Notwithstanding the subordination provisions applicable to the Certificates, the holders of the Certificates issued by each Trust will be entitled to receive and retain the proceeds of drawings under the Liquidity Facility for such Trust.

Upon each drawing under any Liquidity Facility to pay interest distributions on any of the Certificates, the Subordination Agent will be obligated to reimburse the applicable Liquidity Provider for the amount of such drawing, together with interest on such drawing. Such reimbursement obligation and all interest, fees and other amounts owing to the Liquidity Provider under each Liquidity Facility will rank senior to all of the Certificates in right of payment.

There is no liquidity facility available with respect to the Class D Certificates.

Equipment Notes

(a) Issuer.....

Leased Aircraft. Under each Leased Aircraft Indenture, the related Owner Trustee issued Series A-1, Series A-2, Series B, Series C and Series D Equipment Notes, which were acquired, respectively, by the Class A-1, Class A-2, Class B, Class C and Class D Trusts. The Owner Trustee is not individually liable for such Equipment Notes. However, American's scheduled rental obligations under the related Lease will be in amounts sufficient to pay scheduled payments on such Equipment Notes.

Owned Aircraft. Under each Owned Aircraft Indenture, American issued Series A-1, Series A-2, Series B and Series C Equipment Notes, which were acquired, respectively, by the Class A-1, Class A-2, Class B and Class C Trusts.

(b) Interest.....

The Equipment Notes held in each Trust will accrue interest at the rate per annum for the Certificates issued by such Trust set forth on the cover page of this Prospectus. Interest on the Equipment Notes is payable on May 23 and November 23 of each year, commencing on November 23, 2001. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

(c) Principal.....

Amortizing Notes. Principal payments on the Series A-1, Series B, Series C and Series D Equipment Notes are scheduled to be received in specified amounts on May 23 and November 23 in certain years, commencing on November 23, 2001.

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Bullet Maturity Notes. The entire principal amount of the Series A-2 Equipment Notes is scheduled to be paid on May 23, 2011.

17

Maturity Date. The latest final maturity date of the Equipment Notes of each series secured by Leased Aircraft and Owned Aircraft are as follows:

	LEASED AIRCRAFT -----	OWNED AIR -----
Series A-1.....	May 23, 2021	November 2
Series A-2.....	May 23, 2011	May 23,
Series B.....	May 23, 2019	May 23,
Series C.....	May 23, 2016	November 2
Series D.....	May 23, 2008	N/A

(d) Redemption..... Aircraft Event of Loss. If an Event of Loss occurs with respect to an Aircraft, all of the Equipment Notes issued with respect to such Aircraft will be redeemed, unless, in the case of an Owned Aircraft, such Aircraft at American's election is replaced by American under the related Owned Aircraft Indenture. The redemption price in such case will be the unpaid principal amount of such Equipment Notes, together with accrued interest, but without any Make-Whole Amount. See "Description of the Equipment Notes -- Redemption".

Optional Redemption. The issuer of the Equipment Notes with respect to an Aircraft may elect to redeem at any time all of the Equipment Notes issued with respect to such Aircraft prior to maturity. The redemption price in such case will be the unpaid principal amount of such Equipment Notes, together with accrued interest, plus a Make-Whole Amount. See "Description of the Equipment Notes -- Redemption".

Purchase by Owner. In the case of a Leased Aircraft, if a Lease Event of Default is continuing the applicable Owner Participant may elect to purchase all of the Equipment Notes with respect to such Aircraft, subject to the terms of the applicable Leased Aircraft Indenture.

The purchase price in such case will be the unpaid principal amount of such Equipment Notes, together with accrued interest and all other amounts payable under the Equipment Notes, but without any Make-Whole Amount (provided that the Make-Whole Amount will be

payable under certain circumstances specified in the Leased Aircraft Indenture). In the case of an Owned Aircraft, American will have no comparable right to purchase the Equipment Notes under such circumstances.

(e) Security..... The Equipment Notes issued with respect to each Aircraft are secured by a security interest in such Aircraft and, in the case of each Leased Aircraft, in the related Owner Trustee's rights under the Lease with respect to such Aircraft (with certain limited exceptions).

The Equipment Notes are not cross-collateralized. This means that the Equipment Notes secured by an Aircraft or Lease are not secured by any other Aircraft or Lease. No excess proceeds from the sale of an Aircraft or other exercise of default remedies with

18

respect to such Aircraft are available to cover any shortfalls on the Equipment Notes relating to any other Aircraft.

By virtue of the Intercreditor Agreement, the Equipment Notes are effectively cross-subordinated. This means that payments received on a junior series of Equipment Notes issued in respect of one Aircraft may be applied in accordance with the priority of payment provisions set forth in the Intercreditor Agreement to make distributions in respect of a more senior Class of Certificates.

There are no cross-default provisions in the Indentures or in the Leases. This means that if the Equipment Notes issued with respect to one or more Aircraft are in default and the Equipment Notes issued with respect to the remaining Aircraft are not in default, no remedies will be exercisable with respect to the remaining Aircraft.

(f) Section 1110 Protection... American's General Counsel provided an opinion to the Trustees that the benefits of Section 1110 of the Bankruptcy Code is available with respect to each of the Aircraft.

Certain ERISA Considerations..... Each person who acquires a Certificate will be deemed to have represented that either:

- no assets of an employee benefit plan or an individual retirement account or of any trust established under such a plan or account have been used to purchase such Certificate; or
- the purchase and holding of such Certificate

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

by such person are exempt from the prohibited transaction restrictions of the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code of 1986 pursuant to one or more prohibited transaction statutory or administrative exemptions.

See "Certain ERISA Considerations".

Ratings of the Certificates... The Certificates are rated by Moody's and Standard & Poor's as set forth below:

CERTIFICATES -----	MOODY'S -----	ST & ---
Class A-1.....	Baa1	A
Class A-2.....	Baa1	A
Class B.....	Baa3	
Class C.....	Ba2	B
Class D.....	Ba3	B

The ratings assigned to the Certificates by Standard & Poor's are on Standard & Poor's CreditWatch with negative implications. See "Risk Factors -- Special Risk Factor".

A rating is not a recommendation to purchase, hold or sell Certificates; and such rating does not address market price or suitability for a particular investor. There can be no assurance that such ratings will not be lowered or withdrawn by a Rating Agency. See "Risk Factors -- Risk Factors Relating to the Certificates and the Exchange Offer -- Ratings of the Certificates".

Threshold Rating Requirements for the Liquidity Provider....

CERTIFICATES -----	MOODY'S -----	ST & ---
Class A-1.....	P-1	A
Class A-2.....	P-1	A
Class B.....	P-1	A
Class C.....	P-1	A

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

There is no liquidity facility available with respect to the Class D Certificates.

Liquidity Provider Rating..... The Liquidity Provider meets the Threshold Rating requirement for the Class A-1, Class A-2, Class B and Class C Certificates.

20

THE COMPANY

GENERAL

American, the principal subsidiary of AMR Corporation, was founded in 1934. American is one of the largest scheduled passenger airlines in the world. American provides scheduled jet service to numerous destinations throughout North America, the Caribbean, Latin America, Europe and the Pacific. American is also one of the largest scheduled air freight carriers in the world, providing a full range of freight and mail services to shippers throughout its system. The postal address for American's principal executive offices is P.O. Box 619616, Dallas/Fort Worth Airport, Texas 75261-9616 (Telephone: 817-967-1532).

RECENT DEVELOPMENTS

On November 12, 2001, an American Airbus A300 aircraft was lost en route from New York's John F. Kennedy International Airport to Santo Domingo, Dominican Republic. Shortly after takeoff, the airplane crashed into a residential area in Queens, New York. American believes there were 251 passengers and nine crew members on board. None survived. In addition, it is believed that five people on the ground were killed. The cause of the accident has not yet been determined.

On September 11, 2001, two of American's aircraft were hijacked and destroyed in terrorist attacks on The World Trade Center in New York City and the Pentagon in northern Virginia. On the same day, two United Air Lines aircraft were also hijacked and used in terrorist attacks. In addition to the loss of all passengers and crew on board the aircraft, these attacks resulted in untold deaths and injuries to persons on the ground and massive property damage. In the immediate aftermath of the attacks, the Federal Aviation Administration (the "FAA") closed the U.S. airspace (except for military operations) for several days. See "Risk Factors -- Special Risk Factor".

Subsequent to the attacks and the resulting shutdown of the U.S. airspace, American announced that it planned to resume flying gradually until it reached approximately 80% of the schedule it flew prior to September 11, 2001. American also announced that, as a result of its schedule reduction and a sharp reduction in passenger traffic, it would reduce jobs by at least 20,000 and American has begun to do so. Staff is being reduced in management and support staff groups, and all other groups across American, its wholly-owned subsidiary TWA Airlines LLC, and American Eagle Airlines, Inc., which is wholly-owned by AMR Corporation. American also plans to develop other programs to reduce its operating costs and conserve its financial resources.

American was notified by its insurers that its aircraft liability insurance coverage for claims caused by acts of war, terrorism, sabotage, hijacking and other similar perils would be canceled effective September 26, 2001. American's insurers offered replacement coverage, and American obtained this replacement

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

coverage prior to the termination of its then-existing coverage. However, American is charged significantly higher premiums for this replacement coverage, and this new coverage is in a substantially reduced amount for claims not involving aircraft passengers.

On September 22, 2001, President Bush signed into law the Air Transportation Safety and System Stabilization Act (the "Stabilization Act") which, among other things, provides for (i) \$5 billion in compensation for direct losses incurred by all U.S. airlines and air cargo carriers (collectively, "air carriers") as a result of the closure by the FAA of U.S. airspace following the September 11, 2001 terrorist attacks and for incremental losses incurred by air carriers through December 31, 2001 as a direct result of such attacks; (ii) subject to certain conditions, the availability of up to \$10 billion in federal government guarantees of certain loans made to air carriers for which credit is not reasonably available as determined by a newly established Air Transportation Stabilization Board; (iii) the authority of the Secretary of Transportation to reimburse air carriers (which authority expires 180 days after the enactment of the Stabilization Act) for the increase in the cost of insurance, with respect to a premium for coverage ending before October 1, 2002, against loss or damage arising out of any risk from the operation of an aircraft over the premium in effect for a comparable operation during the period September 4, 2001 to September 10, 2001; (iv) at the discretion of the Secretary of Transportation, a \$100 million limit on the liability of any air carrier to third parties with

21

respect to acts of terrorism committed on or to such air carrier during the 180-day period following the enactment of the Stabilization Act; (v) the extension of the due date for the payment by eligible air carriers of certain excise taxes; (vi) compensation to individual claimants who were physically injured or killed as a result of the terrorist attacks of September 11, 2001; and (vii) the Secretary of Transportation to ensure that all communities that had scheduled air service before September 11, 2001 continue to receive adequate air service. In addition, the Stabilization Act provides that, notwithstanding any other provision of law, liability for all claims, whether for compensatory or punitive damages, arising from the terrorist-related events of September 11, 2001 against any air carrier shall not be in an amount greater than the limits of the liability coverage maintained by the air carrier. As of December 26, 2001 American and its TWA Airlines LLC subsidiary have received approximately \$703 million of the compensation referred to in clause (i) above and expect to receive approximately \$124 million of additional compensation. American is considering whether it will seek to obtain government loan guarantees referred to in clause (ii) above, if available to American.

For additional information concerning the consequences of the events of September 11, 2001, see American's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.

22

SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA

The following table presents summary historical consolidated financial data and certain operating data of American. We derived the annual historical financial data from American's audited consolidated financial statements and the notes thereto. These audited consolidated financial statements are incorporated by reference in this Prospectus and it should be read in conjunction with them. We derived the consolidated financial data for the interim periods ended

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

September 30, 2001 and 2000 from American's unaudited consolidated financial statements. These unaudited consolidated financial statements are also incorporated by reference in this Prospectus and it should be read in conjunction with them. The data for such interim periods may not be indicative of results for the year as a whole. On April 9, 2001, American purchased substantially all of the assets of Trans World Airlines, Inc. ("TWA"). This acquisition was accounted for under the purchase method of accounting and, accordingly, the operating results of TWA since the date of the acquisition have been included in the summary consolidated financial statements for the nine-month period ended September 30, 2001. However, the operating statistics of TWA are not included in the Operating Statistics for any period. See "Where You Can Find More Information".

The financial and operating results of American have been and will likely continue to be materially affected by the terrorist attacks of September 11, 2001 and subsequent events. See "Risk Factors -- Special Risk Factor".

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,		YEAR ENDED DECEMBER 31,	
	2001	2000	2001	2000	2000	1999
STATEMENT OF OPERATIONS DATA (IN MILLIONS):						
Revenues:						
Passenger -- American Airlines.....	\$ 3,440	\$ 4,390	\$ 11,349	\$ 12,355	\$ 16,377	\$ 14,707
Passenger -- TWA LLC.....	591	--	1,262	--	--	--
Cargo.....	157	182	519	525	714	635
Other.....	266	261	850	765	1,026	996
Operating expenses(1).....	4,926	4,316	15,165	12,471	16,873	15,318
Operating income (loss)(1).....	(472)	517	(1,185)	1,174	1,244	1,020
Other income (expense), net.....	(53)	(2)	(96)	46	38	34
Earnings (loss) before income taxes(1).....	(525)	515	(1,281)	1,220	1,282	1,054
Net earnings (loss)(1).....	\$ (338)	\$ 316	\$ (827)	\$ 745	\$ 778	\$ 627
OTHER DATA:						
Ratio of earnings to fixed charges(2).....	--	2.81	--	2.40	2.07	1.95
OPERATING STATISTICS(3):						
Scheduled Service:						
Available seat miles (millions)(4).....	38,926	41,418	118,920	121,533	161,030	161,211
Revenue passenger miles (millions)(5).....	28,158	31,584	84,115	89,055	116,594	112,067
Passenger load factor (%) (6)....	72.3%	76.3%	70.7%	73.3%	72.4%	69.5%
Passenger revenue yield per passenger mile (cents)(7).....	12.22	13.90	13.49	13.87	14.05	13.12
Passenger revenue per available seat mile (cents).....	8.84	10.60	9.54	10.17	10.17	9.12
Operating expenses per available seat mile (cents)(8).....	11.21	10.42	11.15	10.26	10.48	9.50
Cargo ton miles (millions)(9).....	501	576	1,624	1,693	2,280	2,068
Cargo revenue yield per ton mile (cents).....	28.85	31.60	30.22	31.00	31.31	30.70

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

	AT SEPTEMBER 30, 2001	AT DECEMBER 31, 2000	DECEMBER 31, 2000
	-----	-----	-----
BALANCE SHEET DATA (IN MILLIONS):			
Cash and short-term investments.....	\$ 2,322	\$ 1,635	\$
Total assets.....	30,151	23,161	2
Current liabilities.....	7,717	6,761	
Long-term debt, less current maturities(10).....	4,790	2,601	
Obligations under capital leases, less current obligations.....	1,470	1,163	
Stockholder's equity(11).....	7,084	6,435	

-
- (1) Operating expenses, operating income (loss), earnings (loss) before income taxes and net earnings (loss) for the three months and nine months ended September 30, 2001 reflect an asset impairment charge of approximately \$325 million and \$911 million, respectively, relating to the write-down of the carrying value of 71 Fokker 100 aircraft and related rotables to their estimated fair market value. In addition, such amounts include \$780 million in compensation under the Stabilization Act recognized during the three months ended September 30, 2001 and approximately \$206 million in special charges related to the terrorist attacks of September 11, 2001, primarily related to aircraft groundings, facility exit costs and employee charges.
 - (2) In April 2001 the Board of Directors of American approved the guarantee by American of the existing debt obligations of its parent, AMR Corporation. As such, as of September 30, 2001, American will unconditionally guarantee through the life of the related obligations approximately \$695 million of unsecured debt and approximately \$700 million of secured debt. The impact of these unconditional guarantees is not included in the above computation. Earnings were inadequate to cover fixed charges by \$560 million and \$1,390 million for the three months and nine months ended September 30, 2001, respectively.
 - (3) Operating Statistics do not include any operating statistics of TWA or of TWA Airlines LLC, the entity holding the assets acquired from TWA, for any period.
 - (4) "Available seat miles" represents the number of seats available for passengers multiplied by the number of scheduled miles the seats are flown.
 - (5) "Revenue passenger miles" represents the number of miles flown by revenue passengers in scheduled service.
 - (6) "Passenger load factor" is calculated by dividing revenue passenger miles by available seat miles, and represents the percentage of aircraft seating capacity utilized.
 - (7) "Passenger revenue yield per passenger mile" represents the average revenue received from each mile a passenger is flown in scheduled service.
 - (8) Operating expenses per available seat mile have been restated for the years ended December 31, 2000, 1999 and 1998, and for the three months and nine months ended September 30, 2000, to include certain airline related

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

businesses. Operating expenses per available seat mile for the three months ended and nine months ended September 30, 2001 excludes an asset impairment charge, compensation under the Stabilization Act and special charges related to the terrorist attacks of September 11, 2001 recognized in the period then ended.

- (9) "Cargo ton miles" represents the tonnage of freight and mail carried multiplied by the number of miles flown.
- (10) American sold additional pass through trust certificates in October 2001. Long-term debt does not include approximately \$1,612 million represented by either equipment notes issued to the pass through trusts issuing such pass through certificates or by equipment notes to be issued upon delivery of certain aircraft expected to be delivered by December 31, 2001 and financed with proceeds of such sale.
- (11) In September 2001 the Board of Directors of AMR Corporation approved a capital contribution of \$1.5 billion from AMR Corporation to American. This capital contribution was recorded as an addition to American's stockholder's equity.

24

RISK FACTORS

You should carefully consider the following risk factors as well as other information contained in this Prospectus before tendering your Old Certificates in the Exchange Offer.

SPECIAL RISK FACTOR

On September 11, 2001, two of American's aircraft were hijacked and destroyed in terrorist attacks on The World Trade Center in New York City and the Pentagon in northern Virginia. On the same day, two United Air Lines aircraft were also hijacked and used in terrorist attacks. In addition to the loss of all passengers and crew on board the aircraft, these attacks resulted in untold deaths and injuries to persons on the ground and massive property damage. In the immediate aftermath of the attacks, the FAA closed the U.S. airspace (except for military operations) for several days.

On November 12, 2001, an American Airbus A300 aircraft was lost en route from New York's John F. Kennedy International Airport to Santo Domingo, Dominican Republic. Shortly after takeoff, the airplane crashed into a residential area in Queens, New York. American believes there were 251 passengers and nine crew members on board. None survived. In addition, it is believed that five people on the ground were killed. The cause of the accident has not yet been determined.

Subsequent to the September 11, 2001 terrorist attacks, Standard & Poor's downgraded the corporate credit rating and senior unsecured credit rating of American from BBB- to BB and Moody's downgraded the senior unsecured credit rating of American from Baa3 to Ba2. On November 29, 2001, Standard & Poor's further downgraded the senior unsecured credit rating of American from BB to BB-. On December 18, 2001, Moody's further downgraded the senior unsecured credit rating of American from Ba2 to B1. The long-term corporate credit ratings of American remain on Standard & Poor's CreditWatch with negative implications. See "-- Risk Factors Relating to the Certificates and the Exchange Offer -- Ratings of the Certificates".

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

Among the effects experienced by American from the September 11, 2001 terrorist attacks have been significant flight disruption costs caused by the FAA's imposed grounding of the U.S. airline industry's fleet, significantly increased security and other costs, significantly higher ticket refunds, significantly reduced load factors and significantly reduced yields. Depending upon the results of the investigation into the causes of the November 12, 2001 accident and the reaction of potential passengers to such accident and its causes, the November 12, 2001 accident could lead to further reductions in load factor and yields. Further terrorist attacks using commercial aircraft in flight could result in another grounding of American's fleet, and would likely result in additional reductions in load factor and yields, along with increased ticket refund, security and other costs. In addition, terrorist attacks not involving commercial aircraft, or the general increase in hostilities relating to reprisals against terrorist organizations or otherwise, could result in decreased load factors and yields for airlines, including American, and increased costs.

The impact of the events of September 11, 2001 and their aftermath on American and the sufficiency of its financial resources to absorb that impact will depend on a number of factors, including the following: (i) the magnitude and duration of the adverse impact of the terrorist attacks on the economy in general and the airline industry in particular; (ii) American's ability to reduce its operating costs and conserve its financial resources, taking into account the increased costs it will incur as a consequence of the attacks, including those referred to below; (iii) the higher costs associated with new airline security directives and any other increased regulation of air carriers; (iv) the significantly higher costs of aircraft insurance coverage for future claims caused by acts of war, terrorism, sabotage, hijacking and other similar perils, and the extent to which such insurance will continue to be available; (v) American's ability to raise additional financing; (vi) the price and availability of jet fuel, and the availability to American of fuel hedges in light of current industry conditions; (vii) the number of crew members who may be called for duty in the reserve forces of the armed services and the resulting impact on American's ability to operate as planned; (viii) any resulting declines in the values of the aircraft in American's fleet (see "-- Risk Factors Relating to the Certificates and the Exchange Offer -- Appraisals and Realizable Value of Aircraft") and any aircraft or other asset impairment charge, including routes, slots, gates and other intangibles; (ix) the extent of the benefits received by American under the Stabilization Act, taking into account any challenges to and interpretations or amendments of the Stabiliza-

25

tion Act and (x) American's ability to retain its management and other employees in light of current industry conditions and their impact on compensation and morale. For a description of the Stabilization Act, see "Summary -- The Company".

At this point, due in part to the lack of predictability of future traffic, business mix and yields, American is unable to fully estimate the impact on it of the events of September 11, 2001 and their consequences, and the sufficiency of its financial resources to absorb that impact, after taking into account the mitigating effects of the Stabilization Act and American's actions to reduce its costs. However, given the magnitude of these unprecedented events and the possible subsequent effects, American expects that the adverse impact to its financial condition, its operations and its prospects will be material and could be highly material.

RISK FACTORS RELATING TO THE CERTIFICATES AND THE EXCHANGE OFFER

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

CONSEQUENCES OF FAILURE TO EXCHANGE

If you fail to deliver the proper documentation to the Exchange Agent in a timely fashion, your tender of Old Certificates will be rejected. The New Certificates will be issued in exchange for the Old Certificates only after timely receipt by the Exchange Agent of the Old Certificates, a properly completed and executed Letter of Transmittal, or an Agent's Message in lieu of the Letter of Transmittal, and all other required documentation. If you wish to tender your Old Certificates in exchange for New Certificates, you should allow sufficient time to ensure timely delivery. None of the Exchange Agent, the Trustee or American is under any duty to give holders of Old Certificates notification of defects or irregularities with respect to tenders of Old Certificates for exchange.

If you do not exchange your Old Certificates for New Certificates pursuant to the Exchange Offer, or if your tender of Old Certificates is not accepted, your Old Certificates will continue to be subject to the restrictions on transfer of such Old Certificates as set forth in the legend thereon. In general, you may not offer or sell Old Certificates unless they are registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not currently anticipate that we will register the Old Certificates under the Securities Act. To the extent that Old Certificates are tendered and accepted in the Exchange Offer, the trading market for untendered and tendered but unaccepted Old Certificates could be adversely affected.

APPRAISALS AND REALIZABLE VALUE OF AIRCRAFT

Three independent appraisal and consulting firms prepared appraisals of the Aircraft in connection with the sale of the Old Certificates in May 2001. The appraisal letters provided by these firms are annexed to this Prospectus as Appendix II. We have not undertaken to update the appraisals in connection with the Exchange Offer. Such appraisals, which are based on the base value of the Aircraft, rely on varying assumptions and methodologies (which may differ among the appraisers), and may not reflect current market conditions that could affect the current market value of the Aircraft. Base value is the theoretical value for an aircraft that assumes a balanced market, while current market value is the value for an aircraft in the actual market. The appraisals were prepared without a physical inspection of the Aircraft. Appraisals that are based on other assumptions and methodologies may result in valuations that are materially different from those contained in such appraisals. See "Description of the Aircraft and the Appraisals -- The Appraisals".

An appraisal is only an estimate of value. It does not necessarily indicate the price at which an aircraft may be purchased from the aircraft manufacturer. Nor should an appraisal be relied upon as a measure of realizable value. The proceeds realized upon a sale of any Aircraft may be less than its appraised value. The value of an Aircraft if remedies are exercised under the applicable Indenture will depend on various factors, including:

- market and economic conditions;
- the supply of similar aircraft;
- the availability of buyers;

26

- the condition of the Aircraft; and
- whether the Aircraft are sold separately or as a block.

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

In addition, each of the appraisals was prepared prior to September 11, 2001 and the value of the Aircraft will likely be negatively affected, at least in the short term, as a consequence of the events of September 11, 2001 referred to under "-- Special Risk Factor". Accordingly, we cannot assure you that the proceeds realized upon any such exercise of remedies would be sufficient to satisfy in full payments due on the Equipment Notes relating to such Aircraft or the full amount of distributions expected on the Certificates.

REPOSSESSION

There are no general geographic restrictions on our ability to operate the Aircraft. Although we do not currently intend to do so, we are permitted to register the Aircraft in certain foreign jurisdictions and to sublease the Leased Aircraft and lease the Owned Aircraft to unrelated parties. It may be difficult, time-consuming and expensive for the Loan Trustee to exercise its repossession rights if an Aircraft is located outside the United States, is registered in a foreign jurisdiction or is subleased or leased to a foreign or domestic operator. Additional difficulties may exist when a sublessee, in the case of a Leased Aircraft, or a lessee, in the case of an Owned Aircraft, is the subject of a bankruptcy, insolvency or similar event.

In addition, certain jurisdictions may allow for certain other liens or other third party rights to have priority over the related Loan Trustee's security interest in an Aircraft. As a result, the benefits of the related Loan Trustee's security interest in an Aircraft may be less than they would be if such Aircraft were located or registered in the United States.

PRIORITY OF DISTRIBUTIONS; SUBORDINATION

Under the Intercreditor Agreement, the Liquidity Provider will receive payment of all amounts owed to it (including reimbursement of drawings made to pay interest on more junior Classes of Certificates) before the holders of any Class of Certificates receive any funds. In addition, in certain default situations the Subordination Agent and the Trustees will receive certain payments before the holders of any Class of Certificates receive distributions. See "Description of the Intercreditor Agreement -- Priority of Distributions".

Certain Classes of Certificates are subordinated to other Classes in rights to distributions. See "Description of the Certificates -- Subordination". Consequently, a payment default under any Equipment Note or a Triggering Event may cause the distribution to more senior Classes of Certificates of payments received on one or more junior series of Equipment Notes. If this should occur, the interest accruing on the remaining Equipment Notes may be less than the amount of interest expected to be distributed on the remaining Certificates of more junior Classes. This is because the interest that Certificates of junior Classes are expected to receive may accrue at a higher rate than interest on the remaining Equipment Notes. As a result of this possible interest shortfall, the holders of one or more junior Classes of Certificates may not receive the full amount expected after a payment default under any Equipment Note even if all Equipment Notes are eventually paid in full.

However, if American is in bankruptcy or other specified defaults have occurred but American is continuing to meet certain of its payment obligations and the applicable loan to Aircraft value tests are met, the subordination provisions applicable to the Certificates permit distributions to be made to junior Certificates prior to making distributions in full on more senior Certificates. This could include distributions in respect of the principal paid at maturity of the Series D Equipment Notes held in the Class D Trust.

CONTROL OVER COLLATERAL; SALE OF COLLATERAL

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

If an Indenture Event of Default is continuing, subject to certain conditions, the Loan Trustee under the related Indenture will be directed by the Controlling Party in exercising remedies under such Indenture, including accelerating the applicable Equipment Notes or foreclosing the lien on the Aircraft securing such

27

Equipment Notes. See "Description of the Certificates -- Indenture Events of Default and Certain Rights upon an Indenture Event of Default".

The Controlling Party will be:

- the Class A-1 Trustee or Class A-2 Trustee, whichever represents the Class with the larger Pool Balance of Certificates outstanding at the time the Indenture Event of Default occurs;
- upon payment of Final Distributions to the holders of such larger Class, the other of the Class A-1 Trustee or Class A-2 Trustee;
- upon payment of Final Distributions to the holders of Class A-1 and Class A-2 Certificates, the Class B Trustee;
- upon payment of Final Distributions to the holders of Class B Certificates, the Class C Trustee;
- upon payment of Final Distributions to the holders of Class C Certificates, the Class D Trustee; and
- under certain circumstances, and notwithstanding the foregoing, the Liquidity Provider with the greatest amount owed to it.

During the continuation of any Indenture Event of Default, the Controlling Party may accelerate the Equipment Notes issued under the related Indenture and sell such Equipment Notes or the related Aircraft, subject to certain limitations. See "Description of the Intercreditor Agreement -- Intercreditor Rights -- Sale of Equipment Notes or Aircraft". The market for Equipment Notes during any Indenture Event of Default may be very limited, and we cannot assure you as to whether they could be sold or the price at which they could be sold. If the Controlling Party sells any Equipment Notes for less than their outstanding principal amount, certain Certificateholders will receive a smaller amount of principal distributions than anticipated and will not have any claim for the shortfall against American, any Owner Trustee, any Owner Participant or any Trustee.

In addition, the Equipment Notes are not cross-collateralized. This means that the Equipment Notes secured by an Aircraft or Lease are not secured by any other Aircraft or Lease. Accordingly, any proceeds realized from the sale of an Aircraft or other exercise of default remedies with respect to such Aircraft in excess of the principal amount of the Equipment Notes related to such Aircraft will not be available to cover shortfalls, if any, on the Equipment Notes relating to any other Aircraft. See "Description of the Equipment Notes -- Remedies".

RATINGS OF THE CERTIFICATES

When issued the Class A-1, Class A-2, Class B, Class C and Class D Certificates were assigned ratings by Moody's of Aa2, Aa2, A1, A3 and Baa2, respectively, and by Standard & Poor's of AAA, AAA, AA-, A- and BBB, respectively. Such ratings were downgraded following the occurrence of the

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

events of September 11, 2001. Currently, the Class A-1 and A-2 Certificates are rated Baa1 by Moody's Investors Service, Inc. ("Moody's") and AA- by Standard & Poor's Ratings Services, a division of McGraw-Hill Companies, Inc. ("Standard & Poor's", and together with Moody's, the "Rating Agencies"), the Class B Certificates are rated Baa3 by Moody's and A- by Standard & Poor's, the Class C Certificates are rated Ba2 by Moody's and BBB- by Standard & Poor's and the Class D Certificates are rated Ba3 by Moody's and BBB- by Standard & Poor's. The ratings assigned to the Certificates by Standard & Poor's are on Standard & Poor's CreditWatch with negative implications. A rating is not a recommendation to purchase, hold or sell Certificates; and such rating does not address market price or suitability for a particular investor. A rating may not remain for any given period of time and may be lowered or withdrawn entirely by a Rating Agency if in its judgment circumstances in the future (including the downgrading of American or the Liquidity Provider) so warrant.

The rating of each Class of the Certificates is based primarily on the default risk of the Equipment Notes held for such Class, the availability of the Liquidity Facility for the benefit of holders of such Certificates, the collateral value provided by the Aircraft securing such Equipment Notes and the subordination provisions applicable to such Certificates. The foregoing ratings address the likelihood of timely payment of interest when

28

due on the Certificates and the ultimate payment of principal of the Certificates by the Final Legal Distribution Date. Such ratings do not address the possibility of certain defaults, voluntary redemptions or other circumstances (such as a loss event to an Aircraft) which could result in the payment of the outstanding principal amount of the Certificates prior to the Final Legal Distribution Date. See "Description of the Certificates".

The reduction, suspension or withdrawal of the ratings of the Certificates will not, by itself, constitute an Event of Default.

NO PROTECTION AGAINST HIGHLY LEVERAGED OR EXTRAORDINARY TRANSACTIONS

The Certificates, the Equipment Notes and the underlying agreements will not contain any financial or other covenants or "event risk" provisions protecting the Certificateholders in the event of a highly leveraged or other extraordinary transaction affecting American or its affiliates. See "The Company".

LIMITED ABILITY TO RESELL THE CERTIFICATES

Prior to the Exchange Offer, there has been no public market for the Certificates. Neither American nor any Trust intends to apply for listing of the Certificates on any securities exchange or otherwise. The Placement Agents may assist in resales of the Certificates, but they are not required to do so. A secondary market for the Certificates may not develop. If a secondary market does develop, it might not continue or it might not be sufficiently liquid to allow you to resell any of your Certificates. If an active public market does not develop, the market price and liquidity of the Certificates may be adversely affected.

THE EXCHANGE OFFER

The following summary describes certain provisions of the registration rights agreement, dated as of May 18, 2001 (the "Registration Rights Agreement"), among American, the Placement Agents and the Trustee. This summary does not purport to be complete and is qualified in its entirety by reference to

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

all of the provisions of the Registration Rights Agreement, which has been filed as an exhibit to the Registration Statement. Copies are available as set forth under "Where You Can Find More Information".

GENERAL

In connection with the issuance of the Old Certificates, the Placement Agents became entitled to the benefits of the Registration Rights Agreement. Pursuant to the Registration Rights Agreement, we have agreed to use our reasonable best efforts to, within 270 calendar days after May 24, 2001, which is the date the Old Certificates were issued (the "Issuance Date"): (i) file the Registration Statement, of which this Prospectus is a part, with the Commission for a registered exchange offer (the "Exchange Offer") with respect to an issue of New Certificates identical in all material respects to the Old Certificates (except that the New Certificates would not contain terms with respect to transfer restrictions or interest rate increases); (ii) cause the Registration Statement to become effective; (iii) have the Registration Statement remain effective until the closing of the Exchange Offer; and (iv) have the Exchange Offer consummated. However, if any changes in law or the applicable interpretations of the staff of the Commission do not permit us to effect the Exchange Offer, or if the Registration Statement is not declared effective within 270 calendar days after the Issuance Date under certain circumstances, or at the request of a holder not eligible to participate in the Exchange Offer or under certain other circumstances described in the Registration Rights Agreement, we have agreed to use our reasonable best efforts to (a) file with the Commission a shelf registration statement (the "Shelf Registration Statement") covering resales of the Old Certificates; (b) cause the Shelf Registration Statement to be declared effective under the Securities Act by the 270th calendar day after the Issuance Date; and (c) keep effective the Shelf Registration Statement for a period of two years after its effective date (or for such shorter period as shall end when all of the Old Certificates covered by the Shelf Registration Statement have been sold pursuant thereto or may be freely sold pursuant to Rule 144 under the Securities Act).

29

If neither the consummation of the Exchange Offer nor the declaration by the Commission of the Shelf Registration Statement to be effective (each, a "Registration Event") occurs on or prior to the 270th calendar day following the Issuance Date, the interest rate per annum borne by the Equipment Notes and passed through to holders of Old Certificates shall be increased by 0.50% effective from and including February 18, 2002, to but excluding the date on which a Registration Event occurs. If the Shelf Registration Statement ceases to be effective at any time during the period we are required to keep such Shelf Registration Statement effective for more than 60 days, whether or not consecutive, during any 12-month period, the interest rate per annum borne by the Equipment Notes shall be increased by 0.50% from the 61st day such Shelf Registration Statement ceases to be effective during the applicable period until such time as the Shelf Registration Statement again becomes effective.

If the Exchange Offer is consummated, we will not be required to file the Shelf Registration Statement other than for those Old Certificates held by the Placement Agents if they are not eligible to participate in the Exchange Offer, and the interest rate on the Equipment Notes will not be increased.

Upon the terms and subject to the conditions set forth in this Prospectus and in the accompanying Letter of Transmittal, we will accept for exchange all Old Certificates validly tendered prior to 5:00 p.m., New York City time, on the Expiration Date. New Certificates of the same class will be issued in exchange for an equal principal amount of outstanding Old Certificates accepted in the Exchange Offer. Old Certificates may be tendered only in integral multiples of

Edgar Filing: AMERICAN AIRLINES INC - Form S-4/A

\$1,000. The Exchange Agent will act as agent for the tendering holders of Old Certificates for the purpose of receiving New Certificates from the Trustee and delivering New Certificates to such tendering holders. Old Certificates shall be deemed to have been accepted as validly tendered when, as and if we have given oral or written notice thereof to the Exchange Agent.

The Exchange Offer is not conditioned upon any minimum principal amount of Old Certificates being tendered for exchange. However, the obligation to accept Old Certificates for exchange pursuant to the Exchange Offer is subject to certain conditions as set forth herein under "-- Conditions".

Based on interpretations by the staff of the Commission set forth in no-action letters issued to third parties, we believe that the New Certificates issued pursuant to the Exchange Offer in exchange for Old Certificates may be offered for resale, resold or otherwise transferred by a holder thereof (other than (i) a broker-dealer who purchased such Old Certificates directly from the Trustee for its own account or (ii) a person that is an "affiliate", as defined in Rule 405 under the Securities Act, of ours or of any Trustee) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that the holder is acquiring such New Certificates in its ordinary course of business and such holder has no arrangements or understanding with any person to participate in the distribution of the New Certificates. Holders of Old Certificates wishing to accept the Exchange Offer must represent to us that such conditions have been met. We have not sought, and do not intend to seek, a no-action letter from the Commission with respect to the effects of the Exchange Offer, and there can be no assurance that the staff of the Commission would make a similar determination with respect to the New Certificates as it has in such no-action letters.

Each broker-dealer that receives New Certificates for its own account as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of such New Certificates. The Letter of Transmittal states that by so acknowledging and by delivering a prospectus, such broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This Prospectus, as it may be amended or supplemented from time to time, may be used by such a broker-dealer in connection with resales of New Certificates received in exchange for Old Certificates. We have agreed that, for a period of 90 days after the Expiration Date, we will make this Prospectus and any amendment or supplement to this Prospectus available to any such broker-dealer for use in connection with such resales. See "Plan of Distribution". If a broker-dealer would receive New Certificates for its own account in exchange for Old Certificates, where such Old Certificates were not acquired as a result of market-making or other trading activities, such broker-dealer will not be able to participate in the Exchange Offer.

Upon consummation of the Exchange Offer, subject to certain exceptions, holders of Old Certificates who do not exchange their Old Certificates for New Certificates in the Exchange Offer will no longer be entitled to registration rights and will not be able to offer or sell their Old Certificates, unless such Old

30

Certificates are subsequently registered under the Securities Act which, subject to limited exceptions, we will have no obligation to do, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. See "Risk Factors -- Risk Factors Relating to the Certificates and the Exchange Offer -- Consequences of Failure to Exchange".

This Prospectus, together with the