

Allegiant Travel CO
Form 4
August 07, 2008

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**PAR INVESTMENT PARTNERS
LP**

(Last) (First) (Middle)

**ONE INTERNATIONAL PLACE,
SUITE 2400,**

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Allegiant Travel CO [algt]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ ☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/04/2008		P		43,700	A	\$ 24.7792	3,038,063	D <u>(1)</u>
Common Stock	08/04/2008		P		43,700	A	\$ 24.7792	3,038,063	I footnote <u>(2)</u>
Common Stock	08/04/2008		P		43,700	A	\$ 24.7792	3,038,063	I footnote <u>(3)</u>
Common Stock	08/05/2008		P		1,300	A	\$ 25.9808	3,038,063	D <u>(1)</u>
Common Stock	08/05/2008		P		1,300	A	\$ 25.9808	3,038,063	I footnote <u>(2)</u>

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Common Stock	08/05/2008	P	1,300	A	\$ 25.9808	3,038,063	I	footnote (3)
Common Stock	08/05/2008	P	11,135	A	\$ 25.9988	3,038,063	D (1)	
Common Stock	08/05/2008	P	11,135	A	\$ 25.9988	3,038,063	I	footnote (3)
Common Stock	08/05/2008	P	11,135	A	\$ 25.9988	3,038,063	I	footnote (2)
Common Stock	08/01/2008	P	28,810	A	\$ 23.9994	3,038,063	D (1)	
Common Stock	08/01/2008	P	28,810	A	\$ 23.9994	3,038,063	I	footnote (2)
Common Stock	08/01/2008	P	28,810	A	\$ 23.9994	3,038,063	I	footnote (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PAR INVESTMENT PARTNERS LP
ONE INTERNATIONAL PLACE, SUITE 2400
BOSTON, MA 02110

X

PAR Group, L.P.
ONE INTERNATIONAL PLACE
SUITE 2401
BOSTON, MA 02110

X

PAR CAPITAL MANAGEMENT INC
ONE INTERNATIONAL PLACE SUITE 2401
BOSTON, MA 02110

X

Signatures

Gina DiMento, General Counsel & Chief Compliance
Officer

08/07/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are held directly by PAR Investment Partners, L.P. ("PIP").

These securities are held directly by PIP. PAR Group, L.P. ("PAR Group") is the general partner of PIP. PAR Group disclaims beneficial ownership of these securities except to the extent of the pecuniary interest, if any, in such securities as a result of PAR Group's general partner interest in PIP and contingent right to a performance based advisory fee.

(3) These securities are held directly by PIP. PAR Capital Management, Inc. ("PCM") is the general partner of PAR Group which is the general partner of PIP. PCM disclaims beneficial ownership of these securities except to the extent of the pecuniary interest, if any, in such securities as a result of PCM's general partner interest in PAR Group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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