

HAUENSTEIN GLEN W
Form 4
November 01, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2007

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

(Street)

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

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

ATLANTA,, GA 30320

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/30/2007 | | F | 19,301 (1) D \$ 20.68 | 117,099 (2) | D | |
| Common Stock | 10/31/2007 | | S | 100 D \$ 20.3 | 116,999 | D | |
| Common Stock | 10/31/2007 | | S | 500 D \$ 20.31 | 116,499 | D | |
| Common Stock | 10/31/2007 | | S | 3,900 D \$ 20.32 | 112,599 | D | |
| Common Stock | 10/31/2007 | | S | 1,000 D \$ 20.34 | 111,599 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------|---------|---|
| Common Stock | 10/31/2007 | S | 6,900 | D | \$ 20.35 | 104,699 | D |
| Common Stock | 10/31/2007 | S | 1,100 | D | \$ 20.36 | 103,599 | D |
| Common Stock | 10/31/2007 | S | 4,500 | D | \$ 20.37 | 99,099 | D |
| Common Stock | 10/31/2007 | S | 1,200 | D | \$ 20.38 | 97,899 | D |
| Common Stock | 10/31/2007 | S | 800 | D | \$ 20.39 | 97,099 | D |
| Common Stock | 10/31/2007 | S | 3,800 | D | \$ 20.45 | 93,299 | D |
| Common Stock | 10/31/2007 | S | 1,400 | D | \$ 20.46 | 91,899 | D |
| Common Stock | 10/31/2007 | S | 866 | D | \$ 20.47 | 91,033 | D |
| Common Stock | 10/31/2007 | S | 100 | D | \$ 20.49 | 90,933 | D |
| Common Stock | 11/01/2007 | A ⁽³⁾ | 42,000 | A | <u>(3)</u> | 132,933 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 20.2 | 11/01/2007 | | A ⁽⁴⁾ | 67,000 | <u>(4)</u> | 10/31/2017 | Common Stock | 67,000 |

Reporting Owners

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

Signatures

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

11/01/2007

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

(1) Represents shares withheld to pay tax withholding obligations to appropriate taxing authorities from the lapse of the restrictions on a portion of Reporting Person's restricted stock. This withholding was approved by the Personnel & Compensation Committee (the "Committee") of Delta's Board of Directors and is exempt from Section 16(b) of the Securities Exchange Act of 1934 under Rules 16b(d)(1) and 16b-3(e).

(2) Includes 90,933 shares of restricted stock on which the restrictions have not lapsed.

The Committee granted the Reporting Person 42,000 shares of restricted common stock in a transaction exempt under Rule 16b-3(d).
(3) Subject to the terms of the award, including the Reporting Person's continued employment with Delta, the restrictions will lapse with respect to 14,000 shares of the restricted stock on each of November 1, 2008, 2009 and 2010.

The Committee granted the Reporting Person stock options covering 67,000 shares of Delta common stock in a transaction exempt under Rule 16b-3(d). Subject to the terms of the award, including the Reporting Person's continued employment with Delta, the stock options
(4) become exercisable with respect to 22,334 of the shares on November 1, 2008 and with respect to 22,333 of the shares on each of November 1, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.