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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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POST EFFECTIVE AMENDMENT NO. 1  
FORM S-3  
Registration Statement  
Under  
The Securities Act Of 1933  
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SOUTHWEST AIRLINES CO.  
(Exact name of registrant as specified in its charter)

TEXAS 741563240  
(State or other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification Number)

2702 Love Field Drive, Dallas, TX 75235  
214/792-4000  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

LAURA WRIGHT  
Senior Vice President - Chief Financial Officer  
Southwest Airlines Co.  
2702 Love Field Drive, Dallas, TX 75235  
214/792-4459  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

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COPIES OF CORRESPONDENCE TO:

DEBORAH ACKERMAN  
Vice President - General Counsel  
Southwest Airlines Co.  
2702 Love Field Drive, Dallas, TX 75235  
214/792-4665

Approximate date of commencement of proposed sale to the public: This  
Post-Effective Amendment No. 1 deregisters those debt securities and pass-  
through certificates that remain unsold hereunder as of the effective date  
hereof.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, check the following box.  
[ ]

If any of the securities being registered on this Form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
Securities Act of 1933, other than securities offered only in connection with  
dividend or interest reinvestment plans, 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

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effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule  
462(c) 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 delivery of the prospectus is expected to be made pursuant to Rule  
434, check the following box. [ ]  
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DEREGISTRATION OF SECURITIES

The Registration Statement on Form S-3 (Registration No. 333-29257) (the  
"Registration Statement") of Southwest Airlines Co. (the "Company"),  
pertaining to the registration of \$400,000,000 of debt securities and pass-  
through certificates (the "Securities") to which this Post-Effective  
Amendment No. 1 relates, was filed with the Securities and Exchange  
Commission on June 13, 1997. The Company hereby removes from registration  
all Securities registered under the Registration Statement which remain  
unsold as of the date of this Post-Effective Amendment No. 1.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Dallas, State of Texas on November 17, 2005.

SOUTHWEST AIRLINES CO.

By       /s/ Laura Wright  
          Laura Wright  
          Senior Vice President  
          and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on November 17, 2005.

| Signature                                                 | Capacity                                                                                          |
|-----------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| /s/ Herbert D. Kelleher<br>Herbert D. Kelleher            | Chairman of the Board of Directors                                                                |
| /s/ Gary C. Kelly<br>Gary C. Kelly                        | Chief Executive Officer and Director                                                              |
| /s/ Colleen C. Barrett<br>Colleen C. Barrett              | President and Director                                                                            |
| /s/ Laura Wright<br>Laura Wright                          | Senior Vice President and Chief Financial Officer<br>(principal financial and accounting officer) |
| /s/ C. Webb Crockett<br>C. Webb Crockett                  | Director                                                                                          |
| /s/ William H. Cunningham<br>William H. Cunningham, Ph.D. | Director                                                                                          |
| /s/ William P. Hobby<br>William P. Hobby                  | Director                                                                                          |
| /s/ Travis C. Johnson<br>Travis C. Johnson                | Director                                                                                          |
| /s/ R.W. King<br>R. W. King                               | Director                                                                                          |
| /s/ June M. Morris<br>June M. Morris                      | Director                                                                                          |
| /s/ John T. Montford                                      | Director                                                                                          |

John T. Montford

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/s/ Louis Caldera

Louis Caldera

Director

/s/ Nancy Loeffler

Nancy Loeffler

<Page>

Director