

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

FORM 10-Q/A
Amendment No. 1

(Mark One)

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2009
or
- **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission File No. 1-7259



Southwest Airlines Co.

(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of
incorporation or organization)

P.O. Box 36611, Dallas, Texas
(Address of principal executive offices)

74-1563240
(IRS Employer
Identification No.)

75235-1611
(Zip Code)

Registrant's telephone number, including area code: **(214) 792-4000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ (registrant is not yet required to provide financial disclosure in an Interactive Data File format, but has been providing the information in this format voluntarily) No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of shares of Common Stock outstanding as of the close of business on April 15, 2009: 740,813,556

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009 (the “Form 10-Q”) is to file Exhibit 101 to the Form 10-Q. Exhibit 101 consists of the following materials from Southwest Airlines Co.’s Form 10-Q for the quarterly period ended March 31, 2009, filed with the Securities and Exchange Commission on April 20, 2009, formatted in XBRL (eXtensible Business Reporting Language): (i) unaudited Condensed Consolidated Balance Sheet, (ii) unaudited Condensed Consolidated Statement of Income, (iii) unaudited Condensed Consolidated Statement of Cash Flows, and (iv) the Notes to the unaudited condensed consolidated financial statements, tagged as blocks of text. Users of this data are advised pursuant to Rule 401 of Regulation S-T that the financial information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of Southwest Airlines Co. No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date and has not been updated to reflect events occurring subsequent to the original filing date.

a) Exhibits

- 3.1 Restated Articles of Incorporation of Southwest (incorporated by reference to Exhibit 4.1 to Southwest's Registration Statement on Form S-3 (File No. 33-52155)); Amendment to Restated Articles of Incorporation of Southwest (incorporated by reference to Exhibit 3.1 to Southwest's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996 (File No. 1-7259)); Amendment to Restated Articles of Incorporation of Southwest (incorporated by reference to Exhibit 3.1 to Southwest's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File No. 1-7259)); Amendment to Restated Articles of Incorporation of Southwest (incorporated by reference to Exhibit 4.2 to Southwest's Registration Statement on Form S-8 (File No. 333-82735)); Amendment to Restated Articles of Incorporation of Southwest (incorporated by reference to Exhibit 3.1 to Southwest's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 (File No. 1-7259)); Articles of Amendment to Articles of Incorporation of Southwest (incorporated by reference to Exhibit 3.1 to Southwest's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 1-7259)).
- 3.2 Amended and Restated Bylaws of Southwest, effective January 15, 2009 (incorporated by reference to Exhibit 3.1 to Southwest's Current Report on Form 8-K dated January 15, 2009 (File No. 1-7259)).
- 10.1 Supplemental Agreement No. 62 to Purchase Agreement No. 1810, dated January 19, 1994, between The Boeing Company and Southwest (previously filed as Exhibit 10.1 to Southwest's Quarterly Report on form 10-Q for the quarter ended March 31, 2009 (File No. 1-7259)). (1)
- 10.2 Supplemental Agreement No. 63 to Purchase Agreement No. 1810, dated January 19, 1994, between The Boeing Company and Southwest (previously filed as Exhibit 10.2 to Southwest's Quarterly Report on form 10-Q for the quarter ended March 31, 2009 (File No. 1-7259)). (1)
- 31.1 Rule 13a-14(a) Certification of Chief Executive Officer (previously filed as Exhibit 31.1 to Southwest's Quarterly Report on form 10-Q for the quarter ended March 31, 2009 (File No. 1-7259)).
- 31.2 Rule 13a-14(a) Certification of Chief Financial Officer (previously filed as Exhibit 31.2 to Southwest's Quarterly Report on form 10-Q for the quarter ended March 31, 2009 (File No. 1-7259)).
- 32.1 Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer (previously filed as Exhibit 32.1 to Southwest's Quarterly Report on form 10-Q for the quarter ended March 31, 2009 (File No. 1-7259)).
- 101* The following financial statements from Southwest Airlines Co.'s Quarterly Report on form 10-Q for the quarter ended March 31, 2009, filed on April 20, 2009, formatted in XBRL: (i) unaudited Condensed Consolidated Balance Sheet, (ii) unaudited Condensed Consolidated Statement of Income, (iii) unaudited Condensed Consolidated Statement of Cash Flows, and (iv) the Notes to unaudited condensed consolidated financial statements, tagged as blocks of text.

(1) Pursuant to 17 CRF 240.24b-2, confidential information has been omitted and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Application filed with the Commission.

* Filed Herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SOUTHWEST AIRLINES CO.

April 28, 2009

By /s/ Laura Wright

Laura Wright
Chief Financial Officer
(On behalf of the Registrant and in
her capacity as Principal Financial
and Accounting Officer)

EXHIBIT INDEX

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