

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KELLY GARY C</u> (Last) (First) (Middle) <u>SOUTHWEST AIRLINES CO.</u> <u>2702 LOVE FIELD DRIVE</u> (Street) <u>DALLAS TX 75235-1908</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SOUTHWEST AIRLINES CO [LUV]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2013</u> 4. If Amendment, Date of 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) <u>COB, Pres., & CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	10/28/2013		M		4,352	A	\$15.91	744,003	D	
Common Stock	10/28/2013		F		4,173	D	\$17.12	739,830	D	
Common Stock	10/28/2013		M		30,000	A	\$15.51	769,830	D	
Common Stock	10/28/2013		F		28,137	D	\$17.12	741,693	D	
Common Stock	10/28/2013		M		180,000	A	\$14.95	921,693	D	
Common Stock	10/28/2013		F		166,755	D	\$17.12	754,938	D	
Common Stock	10/28/2013		M		4,322	A	\$14.25	759,260	D	
Common Stock	10/28/2013		F		3,900	D	\$17.12	755,360	D	
Common Stock	10/28/2013		M		6,295	A	\$16.43	761,655	D	
Common Stock	10/28/2013		F		6,147	D	\$17.12	755,508	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$15.91	10/28/2013		M			4,352	(I)	01/05/2014	Common Stock	4,352	\$0	0	D	
Employee Stock Option (right to buy)	\$15.51	10/28/2013		M			30,000	(I)	01/23/2014	Common Stock	30,000	\$0	0	D	
Employee Stock Option (right to buy)	\$14.95	10/28/2013		M			180,000	(I)	07/15/2014	Common Stock	180,000	\$0	0	D	
Employee Stock Option (right to buy)	\$14.25	10/28/2013		M			4,322	(I)	01/20/2015	Common Stock	4,322	\$0	0	D	
Employee Stock Option (right to buy)	\$16.43	10/28/2013		M			6,295	(I)	12/31/2015	Common Stock	6,295	\$0	0	D	

Explanation of Responses:

1. The option was 100% vested at the time of exercise.

Remarks:

/s/ Marilyn R. Post on behalf of
 and as attorney in fact for Gary C. Kelly 10/30/2013

** Signature of Reporting Person

Date

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

* 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).

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

