

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Southwest Airlines Co.
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

74-1563240
(I.R.S. Employer Identification No.)

2702 Love Field Drive
P.O. Box 36611
Dallas, Texas 75235-1611
(214) 792-4000

Gary C. Kelly
Vice President-Finance and
Chief Financial Officer
Southwest Airlines Co.
2702 Love Field Drive
P.O. Box 36611
Dallas, Texas 75235-1611
(214) 792-4363

(Address, including zip code and
telephone number, including
area code, of registrant's
principal executive offices)

(Name, address, including zip
code and telephone number,
including area code, of agent
for service)

Copies to:
Deborah Ackerman
Associate General Counsel
Southwest Airlines Co.
2702 Love Field Drive
P.O. Box 36611
Dallas, Texas 75235-1611
214/792-4665

This Post-Effective Amendment is being filed for the purpose of removing from registration all remaining shares of registrant's Common Stock which were not sold pursuant to Registration Statement No. 33-52155 prior to March 15, 1997.

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 Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Dallas, State of Texas on March 17, 1997.

SOUTHWEST AIRLINES CO.

By /s/ Gary C. Kelly
Gary C. Kelly
Vice President-Finance,
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 17, 1997.

Signature	Capacity
*	Chairman of the Board of Directors, President and Chief Executive Officer
Herbert D. Kelleher	
/s/ Gary C. Kelly Gary C. Kelly	Vice President-Finance (Chief Financial and Accounting Officer)
*	Director
Samuel E. Barshop	
*	Director

Gene H. Bishop

*

Director

William P. Hobby

*

Director

Travis C. Johnson

*

Director

R. W. King

Director

C. Webb Crockett

*

Director

Walter M. Mischer, Sr.

Director

June M. Morris

*By: /s/ Gary C. Kelly
Gary C. Kelly
Attorney-in-Fact