

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AMENDED ANNUAL FILING

SOUTHWEST AIRLINES CO.  
(NAME OF ISSUER)  
COMMON STOCK  
(TITLE CLASS OF SECURITIES)  
844741108  
(CUSIP NUMBER)  
12/31/2003  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS  
SCHEDULE IS FILED:

(X) RULE 13D-1(B)  
( ) RULE 13D-1(C)  
( ) RULE 13D-1(D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A  
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE  
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT  
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED  
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL  
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE  
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE  
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL  
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP NO. 844741108

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, ACTING IN VARIOUS FIDUCIARY  
CAPACITIES. 04-1867445
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  

|                |               |
|----------------|---------------|
| NOT APPLICABLE | A <u>    </u> |
|                | B <u>    </u> |
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
17,751,371 SHARES
6. SHARED VOTING POWER  
75,246,672 SHARES
7. SOLE DISPOSITIVE POWER  
94,566,908 SHARES
8. SHARED DISPOSITIVE POWER  
98,929 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
94,665,837 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
11.8%

12. TYPE OF REPORTING PERSON\*

BK

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ITEM 1.

(A) NAME OF ISSUER

SOUTHWEST AIRLINES CO.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2702 LOVE FIELD DRIVE

P.O.BOX 36611

DALLAS, TEXAS 75235-1611

ITEM 2.

(A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

844741108

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(B) ☒ BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

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ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED

94,665,837 SHARES

(B) PERCENT OF CLASS

11.8%

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF  
17,751,371 SHARES

(II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF  
75,246,672 SHARES

(III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
94,566,908 SHARES

(IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
98,929 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER  
PERSON.

SOUTHWEST AIRLINES PROFIT SHARING PLAN = 9.6%

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT  
HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

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ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE  
STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY  
KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE  
ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED  
FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR  
INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE  
NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY  
TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND  
TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY  
THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY  
DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN  
PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND  
BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT  
IS TRUE, COMPLETE AND CORRECT.

6 FEBRUARY 2004

STATE STREET CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/s/SUSAN C. DANIELS  
VICE PRESIDENT