

HAWAIIAN HOLDINGS INC
 Form 4
 November 21, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNKERLEY MARK B

(Last) (First) (Middle)

C/O HAWAIIAN HOLDINGS, INC., 3375 KOAPAKA STREET, SUITE G-350

(Street)

HONOLULU, HI 96819

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HAWAIIAN HOLDINGS INC [HA]

3. Date of Earliest Transaction (Month/Day/Year)

11/19/2013

4. If Amendment, Date 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)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/19/2013		A		176,367 <u>(1)</u>	A	\$ 0 1,089,637 D
Common Stock	11/19/2013		A		160,698 <u>(2)</u>	A	\$ 0 1,250,335 D

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNKERLEY MARK B C/O HAWAIIAN HOLDINGS, INC. 3375 KOAPAKA STREET, SUITE G-350 HONOLULU, HI 96819	X		President and CEO	

Signatures

/s/ Mark B.
Dunkerley

11/21/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock. The RSUs were originally granted on November 15, 2012, but were not eligible to vest unless the company achieved pre-tax net profits of at least \$1,000,000 over any two consecutive fiscal quarters commencing after the grant date through the last full fiscal quarter ending prior to January 1, 2017 (the "Performance Metric"). Subject to the achievement of the Performance Metric, 2/3rds of the shares subject to the RSUs shall vest on November 15, 2014 and 1/3rd of the shares subject to the RSUs shall vest on November 15, 2015, subject to the reporting person's continued employment with the company through each such vesting date. On November 19, 2013, the compensation committee of the Board of Directors of the company certified that the Performance Metric was satisfied in the first two fiscal quarters of the company's 2013 fiscal year.
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock. The RSUs were originally granted on February 7, 2013, but were not eligible to vest unless the company achieved pre-tax net profits of at least \$1,000,000 over any two consecutive fiscal quarters commencing after the grant date through the last full fiscal quarter ending prior to January 1, 2017 (the "Performance Metric"). Subject to the achievement of the Performance Metric, 1/3rd of the shares subject to the RSUs shall vest on February 7, 2014 and February 7, 2015, and the remaining 1/3rd to vest on February 7, 2016, subject to the reporting person's continued employment with the company through each such vesting date. On November 19, 2013, the compensation committee of the Board of Directors of the company certified that the Performance Metric was satisfied in the first two fiscal quarters of the company's 2013 fiscal year.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock. The RSUs were originally granted on February 7, 2013, but were not eligible to vest unless the company achieved pre-tax net profits of at least \$1,000,000 over any two consecutive fiscal quarters commencing after the grant date through the last full fiscal quarter ending prior to January 1, 2017 (the "Performance Metric"). Subject to the achievement of the Performance Metric, 1/3rd of the shares subject to the RSUs shall vest on February 7, 2014 and February 7, 2015, and the remaining 1/3rd to vest on February 7, 2016, subject to the reporting person's continued employment with the company through each such vesting date. On November 19, 2013, the compensation committee of the Board of Directors of the company certified that the Performance Metric was satisfied in the first two fiscal quarters of the company's 2013 fiscal year.

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year.

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

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