

DELTA AIR LINES INC /DE/  
Form 4  
June 05, 2007

**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 \*  
**KHOURY KENNETH F**

2. Issuer Name and Ticker or Trading Symbol  
**DELTA AIR LINES INC /DE/ [DAL]**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
**DELTA AIR LINES, INC., DEPT. 981, P.O. BOX 20574**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/04/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and General Counsel

**ATLANTA, GA 30320**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                                 | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |  |                      |
|---|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--|----------------------|
|   |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                                      | Amount Number Shares |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | \$ 18.84 <sup>(1)</sup>                  | 06/04/2007           | A               |   | 105,500          |                  | <sup>(2)</sup>   | 04/29/2017      | Common Stock, par value \$0.0001 per share | 105,500              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| KHOURY KENNETH F<br>DELTA AIR LINES, INC., DEPT. 981<br>P.O. BOX 20574<br>ATLANTA, GA 30320 |               |           | EVP and General Counsel |       |

## Signatures

Nanci Oliver Sloan as attorney-in-fact for Kenneth F. Khoury  
 Signature: \_\_\_\_\_ Date: 06/05/2007  
\*\*Signature of Reporting Person

## 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).
- (1) On March 13, 2007, the Personnel & Compensation Committee of Delta's Board of Directors ("P&C Committee") approved the terms of the grant of stock options to Delta officers, including the Reporting Person, to be made following Delta's emergence from bankruptcy. Delta described this program in a Bankruptcy Court filing on March 20, 2007, and in a Current Report on Form 8-K filed with the SEC on March 22, 2007. The P&C Committee determined that the grant date for these stock option awards would be the first trading day for Delta common stock, par value \$0.0001 per share ("Common Stock"), on the New York Stock Exchange ("NYSE") that is 30 calendar days after the first day the Common Stock is traded regular-way on the NYSE. Consistent with that determination, the stock option grant was made to the Reporting Person on June 4, 2007 in a transaction exempt under Rule 16b-3(d). The exercise price of the stock option is the closing price of the Common Stock on the NYSE on June 4, 2007.
- (2) Subject to the terms of the award, including the Reporting Person's continued employment with Delta, the stock option reported in this Form 4 becomes exercisable on the following dates with respect to the specified number of shares of Common Stock: April 30, 2008 - 35,167 shares; April 30, 2009 -- 35,167 shares; April 30, 2010 -- 35,166 shares. Delta emerged from bankruptcy on April 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.