

Falvey Barbara  
Form 4  
March 04, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Falvey Barbara

(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)

02/28/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP-Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	02/28/2013		F	(A) or (D) Amount (1) 2,028 Price \$ 5.7	73,306	D	
Common Stock	02/28/2013		F	(A) or (D) Amount (1) 2,604 Price \$ 5.8	70,702	D	
Common Stock	02/28/2013		M	(A) or (D) Amount (2) 26,000 Price \$ 0	96,702	D	
Common Stock	02/28/2013		F	(A) or (D) Amount (3) 9,407 Price \$ 5.81	87,295	D	

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 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 or Value of Underlying Securities (Instr. 3 and 4)	9. Other Information
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(4)	02/28/2013		M	26,000	(5) (5)	Common Stock	26,000	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Falvey Barbara  
C/O HAWAIIAN HOLDINGS, INC.  
3375 KOAPAKA STREET, SUITE G-350  
HONOLULU, HI 96819

SVP-Human Resources

## Signatures

/s/ Hoyt Zia, by power of attorney

03/04/2013

\*\*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).

- (1) Represents shares of common stock retained by the Issuer for tax withholding purposes in connection with the distribution of shares of common stock pursuant to vesting of RSUs.
- (2) Represents shares of common stock distributed in respect of Deferred Stock Units (DSUs) on February 28, 2013.
- (3) Represents shares of common stock retained by the Issuer for tax withholding purposes in connection with the distribution of shares of common stock pursuant to the distribution of DSUs.
- (4) 1-for1.
- (5) The deferred stock units vest at the rate of 33 1/3% per year beginning on the first anniversary of the date of grant. The shares of common stock underlying such deferred stock units are distributable at any time within 90 days following the date on which such deferred stock

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units become fully vested.

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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