

SOUTHWEST AIRLINES CO  
Form SC 13G/A  
February 14, 2019

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2**

**(Amendment No. 2)**

**SOUTHWEST AIRLINES CO.**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**844741108**

**(CUSIP Number)**

**December 31, 2018**

**(Date of Event Which Requires Filing of this Statement)**

**Check the appropriate box to designate the rule pursuant to which this Schedule is filed:**

**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 disclosures provided in a prior cover page.

The information required on 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 (the 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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Pages

**1 NAME OF REPORTING PERSON**

Warren E. Buffett

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States Citizen

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

54,847,399 shares of Common Stock

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

54,847,399 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

54,847,399 shares of Common Stock

**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**

9.8%

**12 TYPE OF REPORTING PERSON**

IN

CUSIP No. 844741108

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**1 NAME OF REPORTING PERSON**

Berkshire Hathaway Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

54,847,399 shares of Common Stock

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

54,847,399 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

54,847,399 shares of Common Stock

**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**

9.8%

**12 TYPE OF REPORTING PERSON**

HC, CO

CUSIP No. 844741108

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**1 NAME OF REPORTING PERSON**

National Indemnity Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Nebraska

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

47,882,174 shares of Common Stock

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

47,882,174 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

47,882,174 shares of Common Stock

**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**

8.5%

**12 TYPE OF REPORTING PERSON**

IC, CO



1 NAME OF REPORTING PERSON

2 Berkshire Hathaway Consolidated Pension Plan Master Retirement Trust  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,200,000 shares of Common Stock  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER

WITH

9 4,200,000 shares of Common Stock  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,200,000 shares of Common Stock  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.7%  
TYPE OF REPORTING PERSON

EP

CUSIP No. 02376R102

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1 NAME OF REPORTING PERSON

GEICO Corporation Pension Plan Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,500,000 shares of Common Stock  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER

WITH

2,500,000 shares of Common Stock  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000 shares of Common Stock  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.4%  
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Precision Castparts Corp. Master Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Oregon

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 250,000 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE

8 SHARED DISPOSITIVE POWER

WITH

250,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%  
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Buffalo News Drivers/Distributors Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,500 shares of Common Stock  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER

WITH

6,500 shares of Common Stock  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,500 shares of Common Stock  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%  
TYPE OF REPORTING PERSON

EP



CUSIP No. 844741108

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Pages

**1 NAME OF REPORTING PERSON**

Medical Protective Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Indiana

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES**

NONE

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

8,722 shares of Common Stock

**EACH**

**7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON**

NONE

**8 SHARED DISPOSITIVE POWER**

**WITH**

8,722 shares of Common Stock

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

8,722 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**11**      **Not applicable.**  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

**12**      Less than 0.1%  
**TYPE OF REPORTING PERSON**

IC, CO

**Item 1.**

**(a) Name of Issuer**

Southwest Airlines Co.

**(b) Address of Issuer's Principal Executive Offices**

P.O. Box 36611, Dallas, TX 75235

**Item 2(a). Name of Person Filing:**

**Item 2(b). Address of Principal Business Office:**

**Item 2(c). Citizenship:**

Warren E. Buffett	Berkshire Hathaway Inc.
3555 Farnam Street	3555 Farnam Street
Omaha, Nebraska 68131	Omaha, Nebraska 68131
United States Citizen	Delaware corporation
National Indemnity Company	Berkshire Hathaway Consolidated Pension Plan Master Retirement Trust
1314 Douglas Street	c/o Berkshire Hathaway Inc
Omaha, Nebraska 68102	3555 Farnam Street
Nebraska corporation	Omaha, NE 68131
	Delaware corporation
Medical Protective Company	Buffalo News Drivers/Distributors Pension Plan
5814 Reed Road	c/o Buffalo News
Fort Wayne, IN 46835	One News Plaza
Indiana corporation	Buffalo, NY 14240
	New York Corporation

Precision Castparts Corp. Master Trust

c/o Precision Castparts Corp.

4650 SW Macadam Ave

Portland, OR 97239

Oregon Corporation

GEICO Corporation Pension Plan Trust

c/o GEICO Corporation

One GEICO Plaza

Washington, DC 20076

Delaware corporation

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP Number**

844741108

**Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:**

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.) and Berkshire Hathaway Inc. are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company and Medical Protective Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

The Buffalo News Drivers/Distributors Pension Plan, Berkshire Hathaway Consolidated Pension Plan Master Retirement Trust, GEICO Corporation Pension Plan Trust and Precision Castparts Corp. Master Trust are each an Employee Benefit Plan in accordance with §240.13d-1(b)(1)(ii)(F).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially Owned**

See the Cover Pages for each of the Reporting Persons.

**(b) Percent of Class**

See the Cover Pages for each of the Reporting Persons.

**(c) Number of shares as to which such person has:**

- (i) sole power to vote or to direct the vote
  
- (ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition of

(iv) shared power to dispose or to direct the disposition of  
See the Cover Pages for each of the Reporting Persons.

**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.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

See Exhibit A.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit A.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURES**

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.

Dated this 14 day of February, 2019

/s/ Warren E. Buffett  
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett

Warren E. Buffett  
Chairman of the Board

NATIONAL INDEMNITY COMPANY,  
MEDICAL PROTECTIVE COMPANY, THE  
BUFFALO NEWS  
DRIVERS/DISTRIBUTORS PENSION  
PLAN, BERKSHIRE HATHAWAY  
CONSOLIDATED PENSION PLAN  
MASTER RETIREMENT TRUST, GEICO  
CORPORATION PENSION PLAN TRUST  
AND PRECISION CASTPARTS CORP.  
MASTER TRUST

By /s/ Warren E. Buffett

Warren E. Buffett

Attorney-in-Fact

**SCHEDULE 13G**

**EXHIBIT A**

**RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP**

**PARENT HOLDING COMPANIES OR CONTROL PERSONS:**

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

**INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:**

National Indemnity Company

Medical Protective Company

**EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)**

The Buffalo News Drivers/Distributors Pension Plan

Berkshire Hathaway Consolidated Pension Plan Master Retirement Trust

GEICO Corporation Pension Plan Trust

Precision Castparts Corp. Master Trust



**SCHEDULE 13G**

**EXHIBIT B**

**JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)**

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of Southwest Airlines Co. may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 14, 2019

/S/ Warren E. Buffett  
Warren E. Buffett  
Berkshire Hathaway Inc.

Dated: February 14, 2019

/S/ Warren E. Buffett  
By: Warren E. Buffett  
  
Title: Chairman of the Board  
National Indemnity Company

Dated: February 14, 2019

/S/ Marc D. Hamburg  
By: Marc D. Hamburg  
  
Title: Chairman of the Board  
Medical Protective Company

Dated: February 14, 2019

/S/ Daniel Landrigan  
By: Daniel Landrigan  
  
Title: Chief Financial Officer  
The Buffalo News Drivers/Distributors Pension Plan

Dated: February 14, 2019

/S/ Warren Colville  
By: Warren Colville  
  
Title: President, The Buffalo News  
Berkshire Hathaway Consolidated Pension Plan Master Retirement Trust

Dated: February 14, 2019

/S/ Mark D. Millard  
By: Mark D. Millard

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Title: Vice president, Berkshire Hathaway Inc.

GEICO Corporation Pension Plan Trust

Dated: February 14, 2019

/S/ William E. Roberts

By: William E. Roberts

Title: President, GEICO Corporation

Precision Castparts Corp. Master Trust

Dated: February 14, 2019

/S/ Shawn Hagel

By: Shawn Hagel

Title: Executive Vice President, Precision Castparts Corp.