

HAWAIIAN HOLDINGS INC
 Form 4/A
 February 14, 2014

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 *
 Nardello Charles R

(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)
 02/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/12/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP-Operations

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/07/2014 | | F | (1) | 2,027 | D | \$ 10.24 112,788 |
| Common Stock | 02/07/2014 | | F | (2) | 2,450 | D | \$ 10.24 110,338 |
| Common Stock | 02/10/2014 | | A | (3) | 15,000 | A | \$ 0 125,338 |
| Common Stock | 02/10/2014 | | F | (4) | 5,252 | D | \$ 10.06 120,086 |
| Common Stock | 02/10/2014 | | F | (5) | 2,263 | D | \$ 10.06 117,823 |

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

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(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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nardello Charles R C/O HAWAIIAN HOLDINGS, INC. 3375 KOAPAKA STREET, SUITE G-350 HONOLULU, HI 96819 | | | SVP-Operations | |

Signatures

/s/ Hoyt Zia, by power of attorney
02/14/2014
**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 granted on February 7, 2011.
- (2) 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 granted on February 7, 2013.
- (3) Represents shares of common stock issued upon the vesting of performance based RSUs granted on February 7, 2011. The compensation committee of the Board of Directors certified the applicable performance metrics achieved on February 10, 2014.
- (4)

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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 performance-based RSUs granted on February 7, 2011.

- (5) 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 granted on February 8, 2012.

Remarks:

The report on this Form 4/A amends and replaces in its entirety the original Form 4 filed by the Reporting Person on February

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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