

SOUTHWEST AIRLINES CO  
Form 8-K  
January 25, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 20, 2005

Southwest Airlines Co.

(Exact name of registrant as specified in its charter)

Texas

1-7259

74-1563240

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

P. O. Box 36611, Dallas, Texas

75235-1611

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(214) 792-4000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 20, 2005, the Board of Directors of Southwest Airlines Co. (the "Company") approved and adopted an amendment to Article III, Section 3 of the Company's Bylaws to phase out the Company's classified board. Prior to the Bylaw amendment, Article III, Section 3 of the Company's Bylaws provided for three classes of Directors, with each Director serving a three-year term.

Pursuant to the amendment, beginning with the annual shareholders meeting in May 2005, each Director will be elected for a one-year term; provided that the term of office for any Director already in office in 2005 will not be shortened, but such Director shall serve until the expiration of his or her current term or until his or her prior death, retirement, resignation, or removal for cause in accordance with the provisions of the Bylaws.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 3.2 - Bylaws of Southwest, as amended through January 2005

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Southwest Airlines Co.

*January 25, 2005*

*By: Deborah Ackerman*

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*Name: Deborah Ackerman*

*Title: Vice President - General Counsel*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.2	Bylaws of Southwest, as amended through January 2005