

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**  
SEC Accession No. [0001181431-13-014259](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Nardello Charles R**

CIK: **1512517**

Type: **4** | Act: **34** | File No.: **001-31443** | Film No.: **13663561**

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

### ISSUER

#### **HAWAIIAN HOLDINGS INC**

CIK: **1172222** | IRS No.: **710879698** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4512** Air transportation, scheduled

Mailing Address  
3375 KOAPAKA STREET  
SUITE G-350  
HONOLULU HI 96819

Business Address  
3375 KOAPAKA STREET  
SUITE G-350  
HONOLULU HI 96819  
8088353700

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Nardello Charles R</b>			2. Issuer Name and Ticker or Trading Symbol <b>HAWAIIAN HOLDINGS INC [HA]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP-Operations</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2013</b>					
C/O HAWAIIAN HOLDINGS, INC., 3375 KOAPAKA STREET, SUITE G-350			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>HONOLULU, HI 96819</b>								
(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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2013		F		2,028 <sup>(1)</sup>	D	\$5.7	73,366	D	
Common Stock	02/28/2013		F		2,604 <sup>(1)</sup>	D	\$5.8	70,762	D	
Common Stock	02/28/2013		M		40,000	A	\$5.2	110,762	D	
Common Stock	02/28/2013		S		40,000	D	\$5.65 <sup>(2)</sup>	70,762	D	
Common Stock	02/28/2013		M		30,800 <sup>(3)</sup>	A	\$ 0	101,562	D	
Common Stock	02/28/2013		F		11,088 <sup>(4)</sup>	D	\$5.81	90,474	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Option (right to buy)	\$5.2	02/28/2013		<u>M</u>		40,000	(5)	03/01/2013	Common Stock	40,000	\$ 0	0	D	
Deferred Stock Units	(6)	02/28/2013		<u>M</u>		30,800	(7)	(7)	Common Stock	30,800	\$ 0	0	D	

#### Explanation of Responses:

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. The reported price is a weighted average sale price for multiple sale transactions at a sale price of \$5.65. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate price upon request from the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer.
3. Represents shares of common stock distributed in respect of Deferred Stock Units (DSUs) on February 28, 2013.
4. 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.
5. Shares subject to the option are fully vested and immediately exercisable.
6. 1-for-1.
7. 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 units become fully vested.

#### Signatures

/s/ Hoyt Zia, by power of attorney  
 \*\* Signature of Reporting Person

03/04/2013  
 Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**