

HIRST RICHARD B

Form 4

January 30, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HIRST RICHARD B

(Last) (First) (Middle)

**C/O DELTA AIR LINES, INC.,
DEPT. 981, P.O. BOX 20574**

(Street)

ATLANTA,, GA 30320

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**DELTA AIR LINES INC /DE/
[DAL]**

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2009

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 ____ Other (specify
below) below)
SVP & GC

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 or Disposed of (A) or (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)
common stock	01/08/2009		J ⁽¹⁾	V 61 A <u>(1)</u>	322,280	D	
common stock	01/30/2009		A	21,740 <u>(2)</u> A <u>(2)</u>	344,020	D	

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIRST RICHARD B
C/O DELTA AIR LINES, INC., DEPT. 981
P.O. BOX 20574
ATLANTA,, GA 30320

SVP & GC

Signatures

Nanci Oliver Sloan as attorney-in-fact for Richard B.
Hirst

01/30/2009

__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).

These shares of Delta common stock were distributed by Delta in accordance with the First Amended Joint and Consolidated Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Plan of Reorganization") for Northwest Airlines Corporation ("Northwest") and certain of its affiliated entities (collectively, the "Debtors") with respect to a pre-petition unsecured claim held by Mr.

- (1) Hirst. Northwest became a subsidiary of Delta on October 29, 2008. Pursuant to the Plan of Reorganization, Mr. Hirst has in the past received shares of Northwest common stock that were converted into Delta common stock upon consummation of the merger. Mr. Hirst may in the future receive additional shares of Delta common stock with respect to this claim as all unsecured claims held by creditors of the Debtors continue to be reconciled.

- (2) The Personnel & Compensation Committee of Delta's Board of Directors granted Mr. Hirst 21,740 shares of restricted common stock under Delta's 2009 long-term incentive program. Subject to the terms of the award, including Mr. Hirst's continued employment with Delta, the restrictions on the shares will lapse with respect to 50 percent of the shares on each of February 1, 2010 and 2011. Until the restrictions lapse, Mr. Hirst may not sell or transfer the shares, which will be subject to forfeiture in certain circumstances.

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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