

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ALASKA AIR GROUP, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of incorporation  
or organization)

91-1292054  
(IRS Employer  
Identification No.)

19300 Pacific Highway South  
Seattle, Washington  
98188  
(206) 431-7040  
(address and phone number of principal  
executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each Class  
to be so registered  
-- -- -- -----

Name of exchange on  
which each class is to  
be registered  
-- -----

Right to Purchase Series A  
Participating Preferred Stock,  
\$1.00 par value per share

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant  
to Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant  
to Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form  
relates: 001-08957

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Alaska Air Group, Inc., a Delaware corporation, (the "Company") and  
EquiServe Trust Company, N.A. as successor rights agent (the "Rights Agent") to  
Fleet National Bank (f/k/a The First National Bank of Boston), a national  
banking association, entered into an Amendment to the Rights Agreement dated as  
of April 15, 2002 (the "Amendment") amending the Amended and Restated Rights

Agreement (the "Rights Agreement") dated as of August 7, 1996, between the Company and the Rights Agent in order to amend the Rights Agreement to provide that the "Final Expiration Date" be the close of business on April 15, 2002.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 2 and is incorporated herein by reference, and to the Amended and Restated Rights Agreement which was attached as Exhibit 2.1 to the Form 8-A/A filed by the Company on August 8, 1996 and is incorporated herein by reference.

ITEM 2. EXHIBITS.

1. Amended and Restated Rights Agreement, dated as of August 7, 1996 between Alaska Air Group, Inc. and The First National Bank of Boston, as the Rights Agent (filed as Exhibit 2.1 to the Form 8-A/A of the Company (File No.1-8957) filed on August 8, 1996 and incorporated by reference herein).
2. Amendment No. 1 to the Amended and Restated Rights Agreement dated as of April 15, 2002, between Alaska Air Group, Inc. and EquiServe Trust Company, N.A. as successor rights agent to Fleet National Bank (f/k/a The First National Bank of Boston), as the Rights Agent (filed herewith).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 15, 2002

ALASKA AIR GROUP, INC.  
(Registrant),

by:/s/Bradley D. Tilden

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Bradley D. Tilden  
Executive Vice President/Finance and Chief  
Financial Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
1.	Amended and Restated Rights Agreement, dated as of August 7, 1996 between Alaska Air Group, Inc. and The First National Bank of Boston, as the Rights Agent.(filed as Exhibit 2.1 to the Form 8-A/A of the Company (File No. 1-8957) filed on August 8, 1996 and incorporated by reference herein).
2.	Amendment No. 1 to the Amended and Restated Rights Agreement dated as of April 15, 2002, between Alaska Air Group, Inc. and Equiserve Trust Company, N. A. as successor rights agent to fleet National Bank (f/k/a The First National Bank of Boston), as the Rights Agent (filed herewith).

AMENDMENT TO RIGHTS AGREEMENT

AMENDMENT TO RIGHTS AGREEMENT dated as of April 15, 2002 (this "Amendment"), to the Amended and Restated Rights Agreement dated as of August 7, 1996 (the "Rights Agreement"), between Alaska Air Group, Inc., a Delaware corporation (the "Company"), and EquiServe Trust Company, N.A., as successor Rights Agent (the "Rights Agent") to Fleet National Bank (f/k/a The First National Bank of Boston), a national banking association. All capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Rights Agreement.

WHEREAS the Company desires to amend the Rights Agreement;

WHEREAS the Company deems this Amendment to the Rights Agreement to be necessary and desirable and in the best interests of the holders of the Rights and has duly approved this Amendment; and

WHEREAS Section 27 of the Rights Agreement provides, among other things, that prior to any Person becoming an Acquiring Person the Company may, and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Rights Agreement without the approval of any holders of Rights.

NOW, THEREFORE, the Company amends the Rights Agreement as follows:

1. Clause (i) of Section 7(a) of the Rights Agreement is hereby amended and restated to read in its entirety as follows:

(i) the close of business on April 15, 2002 (the "Final Expiration Date"),

2. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

3. Except as expressly set forth herein, this Amendment shall not by implication or otherwise alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Rights Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Rights Agent have executed this Amendment as of the date and year first above written.

ALASKA AIR GROUP, INC.

EQUISERVE TRUST COMPANY, N.A.  
as Rights Agent

by

by

/s/ John F. Kelly  
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/s/ Katherine S. Anderson  
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John F. Kelly  
Chairman and Chief Executive Officer

Katherine S. Anderson  
Managing Director