

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

91-1292054

(State of incorporation or organization)

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

19300 PACIFIC HIGHWAY SOUTH
SEATTLE, WASHINGTON

98188

(Address of principal executive offices)

(Zip Code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. / /

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

CONVERTIBLE SENIOR DEBENTURES DUE 2005

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

NONE

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

For a description of the Convertible Senior Debentures Due 2005 being registered, reference is made to the section entitled "Description of the Debentures" contained in the Prospectus Supplement dated June 21, 1995 to the Prospectus dated March 23, 1994 contained in the Registrant's Registration Statement on Form S-3, File No. 33-52265.

ITEM 2. EXHIBITS

The following exhibits are filed as a part of this Registration Statement:

Exhibit No.	Description
1.1	Form of Convertible Senior Debt Securities Indenture (filed as an exhibit to the Company's Registration Statement on Form S-3 (Registration No. 33-52265) effective March 23, 1994 and incorporated herein by reference).
1.2	Form of Supplemental Indenture No. 1 (including Form of

Debenture) (filed as an exhibit to the Company's Current Report on Form 8-K dated June 9, 1995 and incorporated herein by reference).

- 2.1 Certificate of Incorporation, as amended, of the Registrant (filed as an exhibit to the Company's Registration Statement on Form S-3 (Registration No. 33-52265) effective March 23, 1994 and incorporated herein by reference).
- 2.2 Bylaws, as amended, of the Registrant (filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ALASKA AIR GROUP, INC.

/s/ Marjorie E. Laws

Marjorie E. Laws
Secretary

Dated: October 27, 1995

EXHIBIT INDEX

Exhibit No.	Description
1.1	Form of Convertible Senior Debt Securities Indenture (filed as an exhibit to the Company's Registration Statement on Form S-3 (Registration No. 33-52265) effective March 23, 1994 and incorporated herein by reference)
1.2	Form of Supplemental Indenture No. 1 (including Form of Debenture) (filed as an exhibit to the Company's Current Report on Form 8-K dated June 9, 1995 and incorporated herein by reference)
2.1	Certificate of Incorporation, as amended, of the Registrant (filed as an exhibit to the Company's Registration Statement on Form S-3 (Registration No. 33-52265) effective March 23, 1994 and incorporated herein by reference)
2.2	Bylaws, as amended, of the Registrant (filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and incorporated herein by reference)