



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2009

Filing Period: January 1 - March 1 • **Filing Fee:** \$50.00* • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 91424		2. Name of Corporation SOUTHWEST AIRLINES CO.			
3. Street Address Principal Business Office 2702 LOVE FIELD DR.			City DALLAS	State TX	Zip 75235
4. Business Phone No. 214-792-4000		5. State of Incorporation TEXAS			
6. Brief Description of the Character of Business Conducted in Rhode Island					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name GARY KELLY			Vice President Name LAURA H. WRIGHT		
Street Address 2702 LOVE FIELD DR.			Street Address 637 BRIARGLEN		
City DALLAS	State TX	Zip 75235	City COPPELL	State TX	Zip 75019
Secretary Name RON RICKS			Treasurer Name SCOTT TOPPING		
Street Address 6338 AZALEA LANE			Street Address 2811 MERLINS ROCK LANE		
City DALLAS	State TX	Zip 75230	City LEWISVILLE	State TX	Zip 75056
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name GARY KELLY			Director Name DAVID BIEGLER		
Street Address 2702 LOVE FIELD DR.			Street Address 1700 PACIFIC AVE, STE 2350		
City DALLAS	State TX	Zip 75235	City DALLAS	State TX	Zip 75201
Director Name C. WEBB CROCKETT			Director Name TRAVIS C. JOHNSON		
Street Address 3003 NORTH CENTRAL AVE., STE 2600			Street Address 201 E. MAIN DR., STE 1600		
City PHOENIX	State AZ	Zip 85012	City EL PASO	State TX	Zip 79901
9. SHARES AUTHORIZED			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.			ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
			Number of Shares	Class/Series	Par Value
			740,146,494	COMMON	\$1.00

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED	
File Date	FEB 23 2009
Check No.	By 24151496
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature Laura Wright Date 2/10/09
LAURA H. WRIGHT
Print or Type Name
SR. VP FINANCE & CFO
Title

**SOUTHWEST AIRLINES CO.
BOARD OF DIRECTORS**
(As of 1/15/09)

David Biegler

Chairman of the Board and CEO
Estrella Energy, LP
1700 Pacific Avenue
Suite 2350
Dallas, Texas 75201
DATE ASSUMED OFFICE: 05/17/06

William H. Cunningham, Ph.D.

University of Texas at Austin
P.O. Box E
Austin, Texas 78713-8905
DATE ASSUMED OFFICE: 09/21/00

Travis C. Johnson

Johnson and Bowen
201 E. Main Drive, Suite 1600
Chase Tower
El Paso, Texas 79901
DATE ASSUMED OFFICE: 04/25/78

Nancy Loeffler

150 Thelma Drive
San Antonio, Texas 78212
DATE ASSUMED OFFICE: 03/20/03

Daniel D. Villanueva

Partner RC/Fontis Partners
55 S. Lake Avenue
Suite 850
Pasadena, California 91101
DATE ASSUMED OFFICE: 11/20/08

C. Webb Crockett

Fennemore Craig
3003 North Central Ave., Suite 2600
Phoenix, Arizona 85012-2913
DATE ASSUED OFFICE: 03/17/94

John G. Denison

5413 Kinross
Plano, Texas 75093
DATE ASSUMED OFFICE: 11/20/08

Gary Kelly

Chairman of the Board, President and Chief Executive Officer
Southwest Airlines Co.
2702 Love Field Drive
P.O. Box 36611
Dallas, Texas 75235-1611
DATE ASSUMED OFFICE: 07/15/04

John T. Montford

AT&T Services, Inc.
175 E. Houston St.
Suite 6-H-60
San Antonio, Texas 78205
DATE ASSUMED OFFICE: 05/15/02

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SWA CONFIDENTIAL

SOUTHWEST AIRLINES CO.
OFFICERS
(As of 1/15/09)

The address listed below represents each Officer's SWA work location:

Southwest Airlines Co.
2702 Love Field Drive
Dallas, Texas 75235-1611

The address accompanying each Officers represents their place of residence:

Gary Kelly, Chairman of the Board, President and Chief Executive Officer
Southwest Airlines Co.
2702 Love Field Drive
P.O. Box 36611
Dallas, Texas 75235-1611
DATE ASSUMED OFFICE: 07/15/04

Nan D. Barry, Assistant Secretary
629 Shadowcrest Lane
Coppell, Texas 75019
DATE ASSUMED OFFICE: 07/01/92

Barry S. Brown, Vice President Safety, Security and Environmental Services
3113 Breton Drive
Plano, Texas 75025
DATE ASSUMED OFFICE: 08/16/05

Gregory N. Crum, Vice President Director of Operations
8415 Blue Bonnet Rd
Dallas, Texas 75209
DATE ASSUMED OFFICE: 01/01/07

Darren Dayley, Vice President Customer Experience Portfolio
702 Briar Meadow Ct
Keller, Texas 76248
DATE ASSUMED OFFICE: 08/15/07

Matt Hafner, Vice President Ground Operations
9814 Limerick Drive
Dallas, Texas 75218
DATE ASSUMED OFFICE: 07/16/07

Michael Hafner, Vice President In-Flight
623 Johnson Lane
Ovilla, Texas 75154
DATE ASSUMED OFFICE: 03/05/07

Scott Halfmann, Vice President Provisioning
608 Sante Fe
Highland Village, Texas 75077
DATE ASSUMED OFFICE: 09/01/06

Ginger C. Hardage, Senior Vice President Corporate Communications
4502 Wildwood
Dallas, Texas 75209
DATE ASSUMED OFFICE: 08/20/04

Joe Harris, Vice President Labor and Employee Relations
321 Geneseo Rd
San Antonio, Texas 78209
DATE ASSUMED OFFICE: 12/30/05

Laurie Hulin, Vice President Aircraft Operations & Enterprise Management Portfolios
2824 Vista View Dr
Lewisville, Texas 75067
DATE ASSUMED OFFICE: 08/15/07

Madeleine Johnson, Vice President General Counsel
3111 Welborn Street #1208
Dallas, Texas 75219
DATE ASSUMED OFFICE: 05/19/08

Daryl Krause, Senior Vice President Customer Services
4208 Boca Bay Drive
Dallas, Texas 75244
DATE ASSUMED OFFICE: 09/01/06

Kevin M. Krone, Vice President Marketing, Sales and Distribution
106 N. Denton Tap #210 284
Coppell, Texas 75019
DATE ASSUMED OFFICE: 10/14/05

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SWA CONFIDENTIAL

SOUTHWEST AIRLINES CO.
OFFICERS
(As of 1/15/09)

Jeff Lamb, Senior Vice President Chief People and Administration Officer
203 Roma
Lewisville, Texas 75067
DATE ASSUMED OFFICE: 10/01/07

Chuck Magill, Vice President Flight Operations
3200 Preakness Drive
Flower Mound, Texas 75028
DATE ASSUMED OFFICE: 03/13/07

Pete McGlade, Vice President Schedule Planning
2913 Redwood
Carrollton, Texas 75007
DATE ASSUMED OFFICE: 07/18/94

Rob Myrben, Vice President Fuel Management
2629 Sir Lancelot Blvd
Lewisville, Texas 75056
DATE ASSUMED OFFICE: 10/01/02

Ron Ricks, Executive Vice President Corporate Services and Corporate Secretary
6338 Azalea Lane
Dallas, Texas 75230
DATE ASSUMED OFFICE: 08/20/04

Tammy Romo, Vice President Financial Planning
3240 Stanford
Dallas, Texas 75225
DATE ASSUMED OFFICE: 09/1/08

Linda Burke Rutherford, Vice President Public Relations and Community Affairs
1714 Pecan Grove
Carrollton, Texas 75007
DATE ASSUMED OFFICE: 12/01/05

Ray Sears, Vice President Purchasing
2202 Tarleton Court
Colleyville, Texas 76034
DATE ASSUMED OFFICE: 10/01/08

Scott Topping, Vice President Treasurer
2811 Merlins Rock Lane
Lewisville, Texas 75056
DATE ASSUMED OFFICE: 04/07/06

Mike Van de Ven, Executive Vice President and Chief Operating Officer
5705 Meadowhaven
Plano, Texas 75093
DATE ASSUMED OFFICE: 11/17/05

Teresa Laraba, Vice President Ground Operations
2103 Brandeis
Richardson, Texas 75082
DATE ASSUMED OFFICE: 09/01/06

Jan Marshall, Vice President Technology and Chief Information Officer
800 Copper Woods Lane
Cooper Canyon, Texas 75077
DATE ASSUMED OFFICE: 10/01/06

Bob Montgomery, Vice President Properties
3614 Tanglewood Circle
Farmers Branch, Texas 75234
DATE ASSUMED OFFICE: 08/20/04

Lori Rainwater, Vice President Internal Audit
2816 Country Club
Arlington, Texas 76013
DATE ASSUMED OFFICE: 09/05/06

Dave Ridley, Senior Vice President Marketing & Revenue Management
3537 Rankin
Dallas, Texas 75205
DATE ASSUMED OFFICE: 11/01/07

James A. Ruppel, Vice President Customer Relations and Rapid Rewards
5219 Ambergate Lane
Dallas, Texas 75287
DATE ASSUMED OFFICE: 09/16/99

Michael Ryan, Vice President Labor Relations
110 Judah Circle
Trenton, Texas 75490
DATE ASSUMED OFFICE: 10/01/07

Jim Sokol, Vice President Maintenance and Engineering
13641 Cobblestone Drive
Farmers Branch, Texas 75244
DATE ASSUMED OFFICE: 03/01/99

Ellen Torbert, Vice President Reservations
2820 Carterton Way
Flower Mound, Texas 75022
DATE ASSUMED OFFICE: 06/01/00

Chris Wahlenmaier, Vice President Ground Operations
4653 Wales Drive
Plano, Texas 75024
DATE ASSUMED OFFICE: 01/01/06

SWA CONFIDENTIAL

**SOUTHWEST AIRLINES CO.
OFFICERS
(As of 1/15/09)**

**Kathleen Wayton, Vice President Strategy & Change
Leadership**

1220 Merlot Drive
Southlake, Texas 76092
DATE ASSUMED OFFICE: 08/15/08

Greg Wells, Senior Vice President Operations

909 Crestview Dr
Coppell, Texas 75019
DATE ASSUMED OFFICE: 09/01/06

Bob Young, Vice President Technology & CTO

16255 Harvard Lane
Lakeville, Minnesota 55044
DATE ASSUMED OFFICE: 08/04/08

**Kay Weatherford, Vice President Revenue Management
and Pricing**

2701 Westminster
Dallas, Texas 75205
DATE ASSUMED OFFICE: 08/01/08



**Laura H. Wright, Senior Vice President Finance and Chief
Financial Officer**

637 Briarglen
Coppell, Texas 75019
DATE ASSUMED OFFICE: 08/20/04

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