



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

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

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.

ANNUAL REPORT YEAR: 2012

1. Corporate ID No. 000091424

2. Name of Corporation Southwest Airlines Co.

3. Street Address Principal Business Office:

No. and Street: 2702 LOVE FIELD DRIVE

City or Town: DALLAS

State: TX

Zip: 75235

Country: USA

4. Business Phone No.

214-792-4000

5. State of Incorporation

State: TX

6. Brief Description of the Character of Business Conducted in Rhode Island

COMMERCIAL PASSENGER AND CARGO AIRLINE SERVICE.

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT & CEO	GARY C. KELLY	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
EVP & CHIEF COMMERCIAL OFFICER	ROBERT E. JORDAN	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
EVP & CHIEF PEOPLE & ADMINISTRATIVE OFFICER	JEFF LAMB	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
EVP & CHIEF LEGAL & REGULATORY OFFICER & CORPORATE SECRETARY	RON RICKS	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
EVP & COO	MICHAEL G. VAN DE VEN	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
SVP & CHIEF MARKETING OFFICER	DAVIS S. RIDLEY	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
SVP FINANCE & CFO & TREASURER	LAURA H. WRIGHT	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
ASSISTANT SECRETARY	NAN BARRY	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
ASSISTANT SECRETARY	MADELEINE JOHNSON	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	DAVID W. BIEGLER	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	J. VERONICA BIGGINS	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	WILLIAM H. CUNNINGHAM	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	JOHN G. DENISON	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	NANCY B. LOEFFLER	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	JOHN T. MONTFORD	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	THOMAS M. NEALON	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA
DIRECTOR	DANIEL D. VILLANUEVA	2702 LOVE FIELD DRIVE DALLAS, TX 75235 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CWP		\$1.00	2,000,000,000.00	747563467

9. 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.

Signed this 24 Day of February, 2012 at 3:55:52 PM. This electronic signature of the individual or

individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.

By DALE YANCEY
Signature of Authorized Representative of the Corporation

SENIOR MANAGER INCOME AND EXCISE TAXES
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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