

HAWAIIAN HOLDINGS INC
 Form 3
 February 09, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Nardello Charles R
 (Last) (First) (Middle)

C/O HAWAIIAN HOLDINGS, INC.,Â 3375 KOAPAKA STREET, SUITE G-350

(Street)

HONOLULU,Â HIÂ 96819

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/07/2011

3. Issuer Name and Ticker or Trading Symbol
 HAWAIIAN HOLDINGS INC [HA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 SVP of Operations

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares			or Indirect (1) (Instr. 5)
Common Stock Option (right to buy)	11/08/2009	11/08/2016	Common Stock	8,000	\$ 4.36	D	^
Common Stock Option (right to buy)	03/01/2009 ⁽¹⁾	03/01/2013	Common Stock	40,000	\$ 5.2	D	^
Deferred Stock Units	^ ⁽³⁾	03/01/2011	Common Stock	17,500	\$ ⁽²⁾	D	^
Common Stock Option (right to buy)	02/20/2010 ⁽⁴⁾	02/20/2014	Common Stock	40,000	\$ 3.78	D	^
Deferred Stock Units	^ ⁽⁵⁾	02/20/2012	Common Stock	17,500	\$ ⁽²⁾	D	^
Deferred Stock Units	^ ⁽⁶⁾	02/12/2013	Common Stock	30,800	\$ ⁽²⁾	D	^

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nardello Charles R C/O HAWAIIAN HOLDINGS, INC. 3375 KOAPAKA STREET, SUITE G-350 HONOLULU, HI 96819	^	^	^ SVP of Operations	^

Signatures

/s/ Charles R. Nardello 02/09/2011

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) The option vests in three equal installments on March 1, 2009; March 1, 2010 and March 1, 2011.

(2) Not applicable.

(3) The Deferred Stock Units ("DSUs") vest in three equal installments on March 1, 2009; March 1, 2010 and March 1, 2011. Subject to vesting, payment of the shares of the company's common stock in settlement of the DSUs shall be made within 90 days of the first to occur of: (a) March 1, 2011, (b) death or (c) disability.

(4) The option vests in three equal installments on February 20, 2010; February 20, 2011 and February 20, 2012.

(5) The Deferred Stock Units ("DSUs") vest in three equal installments on February 20, 2010; February 20, 2011 and February 20, 2012. Subject to vesting, payment of the shares of the company's common stock in settlement of the DSUs shall be made within 90 days of the first to occur of: (a) February 20, 2012, (b) death or (c) disability.

(6) The Deferred Stock Units ("DSUs") vest in three equal installments on February 12, 2011; February 12, 2012 and February 12, 2013. Subject to vesting, payment of the shares of the company's common stock in settlement of the DSUs shall be made within 90 days of the first to occur of: (a) February 12, 2013, (b) death or (c) disability.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.