

Nardello Charles R
 Form 4
 March 04, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Nardello Charles R

(Last) (First) (Middle)

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

(Street)

HONOLULU, HI 96819

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HAWAIIAN HOLDINGS INC [HA]

3. Date of Earliest Transaction (Month/Day/Year)

02/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP-Operations

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2013		F		2,028 (1) \$ 5.7	73,366	D
Common Stock	02/28/2013		F		2,604 (1) \$ 5.8	70,762	D
Common Stock	02/28/2013		M		40,000 \$ 5.2	110,762	D
Common Stock	02/28/2013		S		40,000 (2) \$ 5.65	70,762	D
	02/28/2013		M		\$ 0	101,562	D

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Common Stock				30,800				
				<u>(3)</u>				
Common Stock	02/28/2013		F	11,088	D	\$ 5.81	90,474	D
				<u>(4)</u>				

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 5.2	02/28/2013		M	40,000	<u>(5)</u>	03/01/2013	Common Stock	40,000
Deferred Stock Units	<u>(6)</u>	02/28/2013		M	30,800	<u>(7)</u>	<u>(7)</u>	Common Stock	30,800

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-Operations

Signatures

/s/ Hoyt Zia, by power of attorney

03/04/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Represents shares of common stock retained by the Issuer for tax withholding purposes in connection with the distribution of shares of common stock pursuant to vesting of RSUs.

The reported price is a weighted average sale price for multiple sale transactions at a sale price of \$5.65. The Reporting Person undertakes to provide full information regarding the number of shares sold at each separate price upon request from the staff of the Securities and Exchange Commission, the Issuer or a stockholder of the Issuer.

(3) Represents shares of common stock distributed in respect of Deferred Stock Units (DSUs) on February 28, 2013.

(4) Represents shares of common stock retained by the Issuer for tax withholding purposes in connection with the distribution of shares of common stock pursuant to the distribution of DSUs.

(5) Shares subject to the option are fully vested and immediately exercisable.

(6) 1-for-1.

The deferred stock units vest at the rate of 33 1/3% per year beginning on the first anniversary of the date of grant. The shares of common stock underlying such deferred stock units are distributable at any time within 90 days following the date on which such deferred stock units become fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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