#### **DEMPSEY PAUL S**

Form 4

February 07, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5

**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

obligations may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

Stock

1. Name and A DEMPSEY	Address of Reporting 1 PAUL S	Symbol	er Name <b>and</b> Ticker or Trading er Airlines Holdings, Inc.	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M		of Earliest Transaction Day/Year) 2008	_X_ Director 10% Owner Other (give title below)			
(City)	(Street)	Filed(Me	4. If Amendment, Date Original  6. Individual or Joint/Group Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reporting  Form filed by More than One Person  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	02/04/2008		P 2,500 A $\frac{5}{3.2884}$	5,500 D			

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

3.2884

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
DEMPSEY PAUL S						
	X					

## **Signatures**

\*\*Signature of Reporting Person

David Sislowski Attorney o2/07/2008 in Fact

# **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).

Date

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.

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