

DELTA AIR LINES INC /DE/
Form DEF 14A
April 30, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN

PROXY STATEMENT

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

DELTA AIR LINES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which the transaction applies:

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(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Delta Air Lines, Inc.

P.O. Box 20706

Atlanta, GA 30320

DELTA AIR LINES, INC.

Notice of Annual Meeting

Dear Stockholder:

On behalf of the Board of Directors, it is a pleasure to invite you to attend the 2013 Annual Meeting of Stockholders of Delta Air Lines, Inc. The meeting will be held at 7:30 a.m. Eastern Daylight Time on Thursday, June 27, 2013, at the offices of Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019. At the meeting, stockholders will vote on the following matters:

the election of directors for the next year;

an advisory vote on executive compensation (also known as "say on pay");

the ratification of the appointment of Ernst & Young LLP as Delta's independent auditors for the year ending December 31, 2013

one stockholder proposal (if the proposal is properly presented at the meeting); and

any other business that may properly come before the meeting.

If you were a holder of record of Delta common stock at the close of business on May 3, 2013, you will be entitled to vote at the meeting. A list of stockholders entitled to vote at the meeting will be available for examination during normal business hours for ten days before the meeting at Delta's Investor Relations Department, 1030 Delta Boulevard, Atlanta, Georgia 30354. The stockholder list will also be available at the meeting.

Because space at the meeting is limited, admission will be on a first-come, first-served basis. Stockholders without appropriate documentation may not be admitted to the meeting. If you plan to attend the meeting, please see the instructions on page 8 of the attached proxy statement. If you will need special assistance at the meeting because of a disability, please contact Investor Relations toll free at (866) 715-2170.

We encourage stockholders to sign up to receive electronically future proxy materials, including the Notice Regarding the Availability of Proxy Materials. Using electronic communication significantly reduces our printing and postage costs, and helps protect the environment. To sign up, please visit <https://enroll.icsdelivery.com/dal/Default.aspx>.

Please read our attached proxy statement carefully and submit your vote as soon as possible. Your vote is important. You can ensure that your shares are voted at the meeting by using our Internet or telephone voting system, or by completing, signing and returning a proxy card.

Sincerely,

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Richard H. Anderson
Chief Executive Officer
Atlanta, Georgia

Daniel A. Carp
Chairman of the Board

May 9, 2013

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Meeting:	Annual Meeting of Stockholders
Date:	Thursday, June 27, 2013
Time:	7:30 a.m Eastern Daylight Time
Location:	Offices of Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019 (located in Midtown Manhattan between 49th and 50th Streets)
Record Date:	May 3, 2013
Voting:	Stockholders as of the record date are entitled to vote. Each outstanding share of common stock is entitled to one vote.

Meeting Agenda and Board Recommendations

Matter	Board Recommendation	Page Reference
Management Proposals		
Item 1: Election of Directors	FOR each director nominee	15
Item 2: Advisory Vote on Executive Compensation	FOR	64
Item 3: Ratification of the Appointment of Independent Auditors	FOR	64
Stockholder Proposal		
Item 4: Senior Executive Stock Retention Requirement	AGAINST	66

ITEM 1. Election of Directors: We ask you to elect 14 directors. Each of the directors listed in the chart below is standing for election to hold office until the next annual meeting of stockholders or until his or her successor is elected and qualified. The following chart provides summary information about each director nominee. Additional information may be found beginning on page 15.

Director	Age	Director Since	Occupation	Independent	Other Public Boards	Delta Committees
Richard H. Anderson	57	2007	CEO of Delta		1	n/a
Edward H. Bastian	55	2010	President of Delta		0	n/a
Roy J. Bostock	72	2008	Principal, Sealege Investments, former Chairman and CEO of McManus Group	X	1	S&S*, CG
John S. Brinzo	71	2007	Former Chairman, President and CEO of Cliffs Natural Resources	X	1	A*, P&C
Daniel A. Carp	64	2007	Former Chairman and CEO of Eastman Kodak	X	2	CG*, S&S
David G. DeWalt	48	2011	Chairman and CEO of FireEye, former President and CEO of McAfee	X	2	F, S&S
William H. Easter III	63	2012	Former President and CEO of DCP Midstream	X	1	A, CG
Mickey P. Foret	67	2008	President of Aviation Consultants, former CFO of Northwest Airlines	X	2	A, S&S
Shirley C. Franklin	67	2011	CEO of Purpose Built Communities, former Mayor of the City of Atlanta	X	1	A, P&C
David R. Goode	72	1999	Former Chairman and CEO of Norfolk Southern	X	1	P&C*, F
George N. Mattson	47	2012	Former Partner of Goldman Sachs	X	0	F, P&C
Paula Rospot Reynolds	56	2004	President and CEO of PreferWest, former President and CEO of Safeco	X	3	A, CG
Kenneth C. Rogers	52	2008	Pilot B767ER, Delta		0	F, S&S
Kenneth B. Woodrow	68	2004	Former Vice Chairman and President of Target	X	0	F*, P&C

A - Audit Committee

P&C - Personnel & Compensation Committee

CG - Corporate Governance Committee

S&S - Safety and Security Committee

F - Finance Committee

* - Chair

DELTA AIR LINES, INC.

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ITEM 2: Advisory Vote on Executive Compensation

We ask you to approve, on an advisory basis, compensation awarded to our named executive officers. Additional information regarding executive compensation may be found in the summary section below and on page 64.

ITEM 3: Ratification of the Appointment of Independent Auditors

We ask you to ratify the appointment of Ernst & Young LLP as independent auditors for 2013. Additional information may be found on page 64.

ITEM 4: Senior Executive Stock Retention Requirement

We ask you to vote against a stockholder proposal requesting the Board of Directors adopt a stock retention policy in which senior executives would be required to retain at least seventy-five percent of net after-tax shares received through Delta's equity compensation plans until retirement age is reached or as employment is terminated. Additional information may be found beginning on page 66.

2012 Performance Highlights

Delta had a successful 2012, with strong financial results, continued revenue momentum, excellent operational performance, and significant improvement in network, products and services intended to make Delta the passengers' carrier of choice. Key accomplishments in 2012 include:

Strong Financial Results*

Excluding special items, earned net income of \$1.6 billion, a 30% increase over 2011 and Delta's third consecutive year of solid profitability.

Reduced adjusted net debt to \$11.7 billion, a \$1.2 billion reduction from 2011 and a \$5.3 billion reduction from 2009.

* See Supplemental Information about Financial Measures at the end of this proxy statement for a reconciliation of non-GAAP financial measures to the corresponding GAAP financial measures, and the reasons we use non-GAAP financial measures. On a GAAP basis for 2012, net income was \$1.0 billion; and debt and capital lease obligations were \$12.7 billion. Our Annual Report on Form 10-K for 2012 is available at www.delta.com/content/dam/delta-www/pdfs/about-financial/DeltaAirLines_10K_2012.pdf but is not incorporated into this Proxy Statement.

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Continued Revenue Momentum

Expanded operating revenue by \$1.6 billion to \$36.7 billion, a 4% increase over 2011.

Grew unit revenue 7% and generated a unit revenue premium to the industry for the second year in a row.

Excellent Operating Performance

Significantly improved operating performance in 2012 compared to 2011, resulting in an on-time arrival rate of 87%, a flight completion factor of 99.5%, a 25% reduction in lost baggage claims, and a 40% decline in Department of Transportation customer complaints.

Executive Compensation Program

Pay for performance is the foundation of our executive compensation philosophy, as the following highlights reflect:

Under our pay for performance philosop