

SOUTHWEST AIRLINES CO
Form SC 13G/A
February 12, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Southwest Airlines Company
(Name of Issuer)

Common Stock
(Title of Class of Securities)

844741108
(CUSIP Number)

December 29, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Research and Management Company
95-1411037

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

3 SEC USE ONLY (b)

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

18,005,300

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIA
L Y OWNED BY

NONE

7 SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON
WITH:

87,298,480

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIA LLY OWNED BY EACH REPORTING PERSON

87,298,480 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
The Growth Fund of America, Inc.
52-0792143

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

- 3 SEC USE ONLY (b)

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

- 5 SOLE VOTING POWER

44,962,877

- 6 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
NONE

- 7 SOLE DISPOSITIVE POWER
NONE

- 8 SHARED DISPOSITIVE POWER
NONE

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,962,877

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IV

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 6

Item 1(a) Name of Issuer:
Southwest Airlines Company

Item 1(b) Address of Issuer's Principal Executive Offices:
P.O. Box 36611
Dallas, TX 75235-1611

Item 2(a) Name of Person(s) Filing:
Capital Research and Management Company and The Growth Fund of
America, Inc.

Item 2(b) Address of Principal Business Office or, if none,
Residence:
333 South Hope Street
Los Angeles, CA 90071

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
844741108

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:
(d) Investment company registered under section 8
of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) An investment adviser in accordance with
section 240.13d-1(b) (1) (ii) (E).

Item 4 Ownership

Provide the following information regarding the aggregate
number and percentage of the class of securities of the issuer
identified in Item 1.

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See pages 2 and 3

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

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Capital Research and Management Company, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 is deemed to be the beneficial owner of 87,298,480 shares or 11.0% of the 791,833,168 shares of Common Stock believed to be outstanding as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

The Growth Fund of America, Inc., an investment company registered under the Investment Company Act of 1940, which is advised by Capital Research and Management Company, is the beneficial owner of 44,962,877 shares or 5.7% of the 791,833,168 shares of Common Stock believed to be outstanding.

Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.: N/A

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose

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or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2007

Signature: *Paul G. Haaga, Jr.
Name/Title: Paul G. Haaga, Jr., Executive Vice
President
Capital Research and Management Company

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Date: February 7, 2007

Signature: *Patrick F. Quan
Name/Title: Patrick F. Quan, Secretary
The Growth Fund of America, Inc.

*By /s/ Liliane Corzo
Liliane Corzo
Attorney-in-fact

Signed pursuant to a Power of Attorney dated November 14, 2006 included as an Exhibit to Schedule 13F filed with the Securities and Exchange Commission by Capital Research and Management Company on November 14, 2006.

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AGREEMENT

Los Angeles, CA
February 7, 2007

Capital Research and Management Company ("CRMC") and The Growth Fund of America, Inc. ("GFA") hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of Common Stock issued by Southwest Airlines Company.

CRMC and GFA state that they are each entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

CRMC and GFA are each responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but are not responsible for the completeness or accuracy of the information concerning the others.

CAPITAL RESEARCH AND MANAGEMENT COMPANY

BY: *Paul G. Haaga, Jr.
Paul G. Haaga, Jr., Executive
Vice President
Capital Research and Management
Company

THE GROWTH FUND OF AMERICA, INC.

BY: *Patrick F. Quan
Patrick F. Quan, Secretary
The Growth Fund of America,
Inc.

*By /s/ Liliane Corzo
Liliane Corzo
Attorney-in-fact

Signed pursuant to a Power of Attorney dated November 14, 2006 included as an Exhibit to Schedule 13F filed with the Securities and Exchange Commission by Capital Research and Management Company on November 14, 2006.

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border-bottom-width: 1">6. Date Exercisable and Expiration Date (Month/Day/Year)
7. Title and Amount of Underlying Securities (Instr. 3 and 4)
8. Price of Derivative Security (Instr. 5)
9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
11. Nature of Indirect Beneficial Ownership (Instr. 4)
Code V(A)(D) Date Exercisable Expiration Date Title Amount or Number of Shares
Phantom Stock Units (1) 07/31/2017 A 17
(2) (2) Common Stock 17 \$ 83.85 5,527 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UHLIG-EASTIN CHAD C. 2801 EAST BELTLINE NE GRAND RAPIDS, MI 49525			Exec Vice Pres Purchasing	

Signatures

Christina A. Holderman, Attorney-in-Fact for Chad C. Uhlig-Eastin 08/01/2017

__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) 1-for-1
- (2) The phantom stock units were accrued under the Company's Deferred Compensation Plan and are payable in shares of the Company's common stock until the reporting person's death, disability or retirement.

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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.