

DELTA AIR LINES INC /DE/

Form SC TO-C

April 07, 2003

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As filed with the Securities and Exchange Commission on April 7, 2003  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)  
of the Securities Exchange Act of 1934

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**DELTA AIR LINES, INC.**  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

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Options to Purchase Common Stock, Par Value \$1.50 Per Share  
(Title of Class of Securities underlying options)

247361108

(CUSIP Number of Class of Securities)

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**Robert S. Harkey**  
Senior Vice President-General Counsel & Secretary  
Delta Air Lines, Inc.  
Hartsfield Atlanta International Airport  
Atlanta, Georgia 30320  
TELEPHONE: (404) 715-2600  
FACSIMILE: (404) 715-2233

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on behalf of Filing Person)

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Copy to:  
Elizabeth G. Wren, Esq.  
Kilpatrick Stockton LLP  
3500 One Wachovia Center  
301 S. College Street  
Charlotte, North Carolina 28202  
(704) 338-5123  
Calculation of Filing Fee\*

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Transaction valuation*	Amount of Filing Fee
Not Applicable	Not Applicable

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\* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

[ ] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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Amount Previously Paid: Not Applicable

Filing Party: Not Applicable

Form or Registration No.: Not Applicable

Date Filed: Not Applicable

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

Attached is a presentation about a proposal contained in the Notice of Annual Meeting of Shareowners and Proxy Statement of Delta Air Lines, Inc. for its Annual Meeting of Shareowners to be held on April 25, 2003. The presentation concerns proposed amendments to Delta's 2000 Performance Compensation Plan, DeltaShare Stock Option Plan and Pilots Stock Option Plan (collectively, the Plans) to authorize Delta to undertake a stock option exchange program (the Exchange Program). The presentation is being posted on Delta's intranet site and made available to employees.

The presentation does not constitute an offer to holders of options to purchase Delta Common Stock to exchange their options. If Delta's shareowners approve the amendments to the Plans, the Exchange Program may be commenced in the discretion of Delta's Board of Directors within a reasonable time following shareowner approval, but the Board could choose not to proceed with the Exchange Program.

**At the time the Exchange Program is commenced, Delta will provide to option holders who are eligible to participate in the Exchange Program written materials explaining the terms, conditions and timing of the Exchange Program. Persons who are eligible to participate in the Exchange Program should read these written materials carefully when they become available because they will contain important information about the Exchange Program. Delta will also post these written materials on its website, [www.delta.com](http://www.delta.com), and file the materials with the Securities and Exchange Commission as part of a tender offer statement. Delta shareowners and option holders will be able to obtain these written materials and other documents filed by Delta with the Securities and Exchange Commission free of charge from the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).**

**Item 12. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.2	Power Point presentation concerning proposed amendments to the Plans that would authorize a stock option exchange program.

**INDEX TO EXHIBITS**

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