Levy Andrew C Form 4 August 22, 2012

FORM 4

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Levy Andrew C

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Allegiant Travel CO [ALGT]

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

08/20/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner __ Other (specify X_ Officer (give title below)

below) President

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAS VEGAS, NV 89113

8360 S. DURANGO DRIVE

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/20/2012		M	8,539	A	\$ 20.42	87,143	D	
Common Stock	08/20/2012		S	8,539	D	\$ 70.14	78,604	D	
Common Stock	08/21/2012		M	461	A	\$ 20.42	79,065	D	
Common Stock	08/21/2012		M	16,009	A	\$ 36.97	95,074	D	
Common Stock	08/21/2012		S	7,000	D	\$ 69.01	88,074	D	

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Common Stock	08/21/2012	S	9,470	D	\$ 70.14	78,604	D
Common Stock	08/22/2012	M	3,991	A	\$ 36.97	82,595	D
Common Stock	08/22/2012	M	12,226	A	\$ 38.32	94,821	D
Common Stock	08/22/2012	S	16,117	D	\$ 68.03	78,704	D
Common Stock	08/22/2012	S	100	D	\$ 69	78,604	D

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.42	08/20/2012		M	8,539	<u>(1)</u>	04/24/2013	Common Stock	8,539
Employee Stock Option (right to buy)	\$ 20.42	08/21/2012		M	461	<u>(1)</u>	04/24/2013	Common Stock	461
Employee Stock Option (right to buy)	\$ 36.97	08/21/2012		M	16,009	<u>(1)</u>	10/25/2017	Common Stock	16,009
• •	\$ 36.97	08/22/2012		M	3,991	<u>(1)</u>	10/25/2017		3,991

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Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 38.32	08/22/2012	M	12,226	<u>(1)</u>	01/24/2014	Common Stock	12,226

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Levy Andrew C

8360 S. DURANGO DRIVE President

LAS VEGAS, NV 89113

Signatures

Robert B. Goldberg, under power of attorney 08/22/2012

**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) All options previously vested.

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.

Reporting Owners 3