

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 27, 2004



AirTran Holdings, Inc.

(Exact name of registrant as specified in its charter)

State of Incorporation: **Nevada**

Commission file number: **1-15991** I.R.S. Employer Identification No: **58-2189551**

9955 AirTran Boulevard, Orlando, Florida 32827

(Address of principal executive offices) (Zip Code)

(407) 251-5600

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

Rule 10b5-1(c) of Regulation FD of the Securities Exchange Act of 1934 provides an exemption to the insider trading rules in the form of an affirmative defense. According to the Securities and Exchange Commission, the provision is designed to cover situations in which a person can demonstrate that the material nonpublic information was not a factor in the trading decision and will provide appropriate flexibility to those who would like to plan securities transactions in advance of a time when they are not aware of material nonpublic information, and then carry out those preplanned transactions at a later time, even if they later become aware of material nonpublic information.

Pursuant to Rule 10b5-1(c), Joseph B. Leonard, who is the registrant's Chairman and CEO, has informed the registrant that he has extended for six months through March of 2005 his Securities and Exchange Commission's Rule 10b5-1 personal trading plan relating to future sales of AirTran Holdings, Inc. (NYSE: AAI) common stock beneficially owned by him.

A copy of the press release dated August 27, 2004 announcing the plan is attached hereto as Exhibit 99 and incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99 Press release of AirTran Airways, Inc. dated August 27, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AirTran Holdings, Inc.

(Registrant)

Date: August 30, 2004

/s/ Richard P. Magurno

Richard P. Magurno

*Senior Vice President, General Counsel
and Secretary*

EXHIBIT 99

AIRTRAN HOLDINGS CHAIRMAN AND CEO EXTENDS RULE 10b5-1 TRADING PLAN

ORLANDO, Fla. (August 27, 2004) - AirTran Airways, a subsidiary of AirTran Holdings, Inc. (NYSE: AAI), today announced that Joe Leonard, Chairman and CEO of the Company, has extended for six months through March of 2005 his Securities and Exchange Commission's Rule 10b5-1 personal trading plan. This plan was adopted in accordance with the Company's policies with respect to insider sales of AirTran common stock.

Written predetermined trading plans adopted according to the terms of Rule 10b5-1(c) of the Securities Exchange Act of 1934, as amended, permit officers and directors of public companies to buy or sell specified amounts of their company's stock at future dates regardless of any material non-public information they may receive after adopting the plan. A director or officer may only enter into a Rule 10b5-1 plan while he or she is not in possession of any material, nonpublic information and may use the plan to gradually diversify their investment portfolio over a period of time.

Mr. Leonard's Rule 10b5-1 plan authorizes his stockbroker to exercise certain of Mr. Leonard's employee stock options and subsequently sell the shares acquired from the exercise of the options. The original plan became effective on April 1, 2004 for a six month period. The extension of the plan is effective as of October 1, 2004 and may be extended thereafter. Pursuant to the terms of the plan, sales of Mr. Leonard's common stock may take place from time-to-time at fixed dates subject to market conditions.

AirTran Airways is one of America's largest low-fare airlines - employing more than 5,600 professional Crew Members and operating 508 flights a day to 45 destinations. The airline's hub is at Hartsfield-Jackson Atlanta International Airport, the world's busiest airport by passenger volume, where it is the second largest carrier operating 188 flights per day. AirTran Airways, a subsidiary of AirTran Holdings (NYSE: AAI), is the world's largest operator of the Boeing 717 and has the youngest all-Boeing fleet of any airline. In 2004, the airline will begin taking delivery of new Boeing 737-700s. For reservations or more information, visit airtran.com (America Online Keyword: AirTran).

Statements regarding the Company's operational and financial success, business model, expectation about future success, improved operational performance and our ability to maintain or improve our low costs are forward-looking statements and are not historical facts. Instead, they are estimates or projections involving numerous risks or uncertainties, including but not limited to, consumer demand and acceptance of services offered by the Company, the Company's ability to maintain current cost levels, fare levels and actions by competitors, regulatory matters and general economic conditions. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in the Company's SEC filings, including but not limited to the Company's annual report on Form 10-K for the year ended December 31, 2003. The Company disclaims any obligation or duty to update or correct any of its forward-looking statements.

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