

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SPRAGUE JOSEPH A</u>  (Last) (First) (Middle) <u>C/O ALASKA AIRLINES, INC.</u> <u>19300 INTERNATIONAL BLVD</u>  (Street) <u>SEATTLE</u> <u>WA</u> <u>98188</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/06/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>ALASKA AIR GROUP, INC.</u> [ <u>ALK</u> ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRESIDENT-HORIZON AIR</u>	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>COMMON STOCK 401(K)<sup>(1)</sup></u>	<u>7,049</u>	<u>I</u>	<u>ESOP TRUST</u>
<u>COMMON STOCK</u>	<u>12,857</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>EMPLOYEE STOCK OPTION (RT TO BUY)</u>	<u>02/11/2017<sup>(2)</sup></u>	<u>02/11/2023</u>	<u>COMMON STOCK</u>	<u>1,380</u>	<u>24.4</u>	<u>D</u>	
<u>EMPLOYEE STOCK OPTION (RT TO BUY)</u>	<u>02/11/2018<sup>(2)</sup></u>	<u>02/11/2024</u>	<u>COMMON STOCK</u>	<u>3,190</u>	<u>38.755</u>	<u>D</u>	
<u>EMPLOYEE STOCK OPTION (RT TO BUY)</u>	<u>05/12/2018<sup>(2)</sup></u>	<u>05/12/2024</u>	<u>COMMON STOCK</u>	<u>1,410</u>	<u>48.945</u>	<u>D</u>	
<u>EMPLOYEE STOCK OPTION (RT TO BUY)</u>	<u>02/10/2019<sup>(2)</sup></u>	<u>02/10/2025</u>	<u>COMMON STOCK</u>	<u>2,648</u>	<u>65.37</u>	<u>D</u>	
<u>EMPLOYEE STOCK OPTION (RT TO BUY)</u>	<u>02/09/2020<sup>(3)</sup></u>	<u>02/09/2026</u>	<u>COMMON STOCK</u>	<u>4,190</u>	<u>65.63</u>	<u>D</u>	
<u>EMPLOYEE STOCK OPTION (RT TO BUY)</u>	<u>02/14/2020<sup>(4)</sup></u>	<u>02/14/2027</u>	<u>COMMON STOCK</u>	<u>2,542</u>	<u>96.3</u>	<u>D</u>	

Explanation of Responses:

1. COMMON SHARES HELD IN THE ALASKA AIR GROUP, INC. EMPLOYEE STOCK OWNERSHIP 401(K) PLAN TRUST AS OF 11/06/2019.
2. OPTIONS VESTED IN 25% INCREMENTS ANNUALLY FROM DATE OF GRANT; OPTIONS ARE NOW FULLY EXERCISABLE.
3. OPTIONS VESTED IN 25% INCREMENTS ANNUALLY FROM DATE OF GRANT; 1048 OF THESE OUTSTANDING OPTIONS WILL VEST ON 02/09/2020 AND 3142 OF THE OPTIONS ARE FULLY VESTED.
4. OPTIONS VESTED IN 25% INCREMENTS ANNUALLY FROM DATE OF GRANT; 847 OF THE OUTSTANDING OPTIONS WILL VEST ON 02/14/2020 AND 1695 OF THE OPTIONS ARE FULLY VESTED.

JEANNE E. GAMMON  
(ATTORNEY IN FACT FOR 11/12/2019  
JOSEPH A. SPRAGUE)

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY  
FOR  
ALASKA AIR GROUP, INC.  
SECTION 16 (a) FILINGS

Know all by these present that the undersigned hereby constitutes and appoints Alaska Air Group General Counsel Kyle B. Levine, Assistant Corporate Secretary Jennifer C. Thompson, and Manager, stock Plans and Shareholder Services Jeanne E. Gammon, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Alaska Air Group, Inc. (the "Company?"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of November 2019.

/s/Joseph A. Sprague