

DELTA AIR LINES INC /DE/
Form S-8 POS
October 24, 2006

As filed with the Securities and Exchange Commission on October 24, 2006

Registration No. 033-65391

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under the
Securities Act of 1933**

DELTA AIR LINES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

58-0218548
(I.R.S. Employer
Identification No.)

**Hartsfield-Jackson Atlanta International Airport
Atlanta, Georgia 30320**
(Address of Principal Executive Offices,
including Zip Code)

Delta Air Lines, Inc. Non-employee Directors' Stock Plan
(Full title of the plan)

**Leslie P. Klemperer, Esq.
Vice President - Deputy General Counsel
Delta Air Lines, Inc.
P.O. Box 20706
Atlanta, Georgia 30320-6001
(404) 715-2476**

(Name, address and telephone number, including area code, of agent for service)

EXPLANATORY NOTE

On December 26, 1995, Delta Air Lines, Inc. (the "Registrant") filed a registration statement on Form S-8 (No. 033-65391) (the "Registration Statement"). The Registration Statement registered (i) a total of 250,000 shares of Registrant's common stock which were to be issued under the Delta Air Lines, Inc. Non-employee Directors' Stock Plan (the "Plan"), and (ii) an indeterminate number of shares of Registrant's common stock issuable pursuant to the Plan by reason of applicable anti-dilution provisions of such Plan. The Registrant files this Post-Effective Amendment No. 1 to deregister all of the shares of Registrant's common stock that remain unissued as of the date hereof.

ITEM 8. EXHIBITS

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on October 24, 2006.

Delta Air Lines, Inc.

By: /s/ Edward H. Bastian
 Name: Edward H. Bastian
 Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on October 24, 2006 by the following persons in the capacities indicated.

| Signature | Title |
|---------------------------------------|---|
| * <hr/> | Chief Executive Officer and Director (Principal Executive Officer) |
| Gerald Grinstein | |
| <u>/s/ Edward H. Bastian</u> <hr/> | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |
| Edward H. Bastian | |
| * <hr/> | Director |
| Edward H. Budd | |
| <hr/> | Director |
| Domenico De Sole | |
| * <hr/> | Director |
| David R. Goode | |
| <hr/> | Director |
| Patricia L. Higgins | |
| * <hr/> | Director |

Arthur E. Johnson

*

Director

Karl J. Krapek

*

Director

Paula Rosput Reynolds

*

Chairman of the Board

John F. Smith, Jr.

Director

Kenneth B. Woodrow

* /s/ Edward H. Bastian

Attorney-In-Fact

Edward H. Bastian

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|-------------------------------|--------------------------------------|
| 24 | Powers of Attorney |