

DELTA AIR LINES INC /DE/
Form DEF 14A
April 29, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN

PROXY STATEMENT

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

DELTA AIR LINES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Delta Air Lines, Inc.

P.O. Box 20706

Atlanta, GA 30320

DELTA AIR LINES, INC.

Notice of Annual Meeting

Dear Stockholder:

On behalf of the Board of Directors, it is a pleasure to invite you to attend the 2016 Annual Meeting of Stockholders of Delta Air Lines, Inc. The meeting will be held at 7:30 a.m. Eastern Daylight Time on Friday, June 10, 2016, at the offices of Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019. At the meeting, stockholders will vote on the following matters:

the election of directors for the next year;

an advisory vote on executive compensation (also known as "say on pay");

approval of the amendment and restatement of our Performance Compensation Plan;

the ratification of the appointment of Ernst & Young LLP as Delta's independent auditors for the year ending December 31, 2016;

a stockholder proposal (if the proposal is properly presented at the meeting); and

any other business that may properly come before the meeting.

If you were a holder of record of Delta common stock at the close of business on April 18, 2016, you will be entitled to vote at the meeting. A list of stockholders entitled to vote at the meeting will be available for examination during normal business hours for ten days before the meeting at Delta's Investor Relations Department, 1030 Delta Boulevard, Atlanta, Georgia 30354. The stockholder list will also be available at the meeting.

Because space at the meeting is limited, admission will be on a first-come, first-served basis. Stockholders without appropriate documentation may not be admitted to the meeting. If you plan to attend the meeting, please see the instructions on page 8 of the attached proxy statement. If you will need special assistance at the meeting because of a disability, contact Investor Relations toll free at (866) 715-2170.

We encourage stockholders to sign up to receive future proxy materials electronically, including the Notice Regarding the Availability of Proxy Materials. Using electronic communication significantly reduces our printing and postage costs and helps protect the environment. To sign up, visit <http://enroll.icsdelivery.com/dal>.

Please read our attached proxy statement carefully and submit your vote as soon as possible. Your vote is important. You can ensure that your shares are voted at the meeting by using our Internet or telephone voting system, or by completing, signing and returning a proxy card.

Sincerely,

Richard H. Anderson
Chief Executive Officer
Atlanta, Georgia

Daniel A. Carp
Chairman of the Board

April 29, 2016

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Meeting: Annual Meeting of Stockholders
Date: Friday, June 10, 2016
Time: 7:30 a.m. Eastern Daylight Time
Location: Offices of Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019

(located in Midtown Manhattan between 49th and 50th Streets)

Record Date: April 18, 2016

Voting: Stockholders as of the record date are entitled to vote. Each outstanding share of common stock is entitled to one vote. The Notice Regarding the Availability of Proxy Materials will be distributed beginning on or about April 29, 2016.

Meeting Agenda and Board Recommendations

Matter	Board Recommendation	Page Reference
Management Proposals		
Item 1: Election of Directors	FOR each director nominee	15
Item 2: Advisory Vote on Executive Compensation	FOR	64
Item 3: Approval of Amendment and Restatement of Performance Compensation Plan	FOR	65
Item 4: Ratification of the Appointment of Independent Auditors	FOR	73
Stockholder Proposal		
Item 5: Senior Executive Stock Retention Requirement	AGAINST	74

ITEM 1. Election of Directors:

We ask you to elect 14 directors. Each of the directors listed in the chart below is standing for election to hold office until the next annual meeting of stockholders or until his or her successor is elected and qualified. The following chart provides summary information about each director nominee. Additional information may be found beginning on page 15.

Director	Age	Director Since	Occupation	Independent	Other Public Boards	Current Delta Committees
Richard H. Anderson	60	2007	Executive Chairman of Delta		1	n/a
Edward H. Bastian	58	2010	CEO of Delta		1	n/a
Francis S. Blake	66	2014	Former Chairman and CEO of The Home Depot, Inc.	ü	2	A, CG*
Daniel A. Carp	67	2007	Former Chairman and CEO of Eastman Kodak	ü	2	CG, P&C*
David G. DeWalt	51	2011	Chairman and CEO of FireEye	ü	2	CG, S&S
Thomas E. Donilon	60	2015	Vice Chair of O Melveny & Myers	ü	0	F, S&S
William H. Easter III	66	2012	Former Chairman, President and CEO of DCP Midstream	ü	2	A,* CG
Mickey P. Foret	70	2008	Former CFO of Northwest Airlines	ü	1	A, S&S*
Shirley C. Franklin	70	2011	Executive Chair, Purpose Built Communities; Former Mayor of Atlanta	ü	1	A, P&C
George N. Mattson	50	2012	Former Partner of Goldman Sachs	ü	0	F,* P&C
Douglas R. Ralph	61	2015	Captain, B767ER, Delta		0	F, S&S
Sergio A.L. Rial	55	2014	Chairman of Banco Santander Brazil	ü	0	A, P&C
Kathy N. Waller	57	2015	CFO of The Coca-Cola Company	ü	2	CG, F
Kenneth B. Woodrow	71	2004	Former Vice Chairman and President of Target Corporation	ü	0	F, P&C

Effective May 2, 2016

A - Audit Committee

CG - Corporate Governance Committee

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F - Finance Committee

P&C - Personnel & Compensation Committee

S&S - Safety and Security Committee

* - Chair

DELTA AIR LINES, INC.

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ITEM 2: Advisory Vote on Executive Compensation

We ask you to approve, on an advisory basis, compensation awarded to our named executive officers. Additional information regarding executive compensation may be found in the summary section below and on page 64.

ITEM 3: Approval of Amendment and Restatement of Performance Compensation Plan

We ask you to approve the amendment and restatement of our Performance Compensation Plan. Additional information may be found on page 65.

ITEM 4: Ratification of the Appointment of Independent Auditors

We ask you to ratify the appointment of Ernst & Young LLP as independent auditors for 2016. Additional information may be found on page 73.

ITEM 5: Senior Executive Stock Retention Requirement

We ask you to vote against a stockholder proposal requesting the Board of Directors adopt a stock retention policy in which senior executives would be required to retain at least fifty percent of net after-tax shares received through Delta's equity compensation plans until retirement age is reached or employment is terminated. Additional information may be found beginning on page 74.

2015 Performance Highlights*

We had a successful 2015, a year in which we reported record financial performance. Delta's performance was recognized when we were again named one of the top 50 world's most admired companies and the most admired airline for the fifth time in six years by *Fortune* magazine. Key accomplishments in 2015 include:

Strong Financial Results

Excluding special items, earned pre-tax income of \$5.9 billion, a \$1.4 billion increase over 2014 and Delta's sixth consecutive year of solid profitability.

Returned \$2.6 billion to stockholders through a combination of quarterly cash dividends and share repurchases; reduced adjusted net debt to \$6.7 billion, a \$600 million reduction from 2014.

* See Supplemental Information about Financial Measures at the end of this proxy statement for a reconciliation of non-GAAP financial measures to the corresponding GAAP financial measures, and the reasons we use non-GAAP financial measures. On a GAAP basis for 2015, pre-tax income was \$7.2 billion and debt and capital lease obligations were \$8.3 billion. Our Annual Report on Form 10-K for 2015 is available at <http://ir.delta.com/shareholder-resources/annual-meetings/default.aspx> but is not incorporated into this proxy statement.

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PROXY STATEMENT SUMMARY

Continued Revenue Momentum

Expanded operating revenue by \$300 million to \$40.7 billion.

Generated a unit revenue premium relative to the industry for the fifth year in a row.

Excellent Operating Performance

Another year of strong operating performance, resulting in a mainline on-time arrival rate of 85.8%, a flight completion factor of 99.6%, and continued our 1st place performance in fewest Department of Transportation customer complaints among the major network carriers.

Executive Compensation Program

Pay for performance is the foundation of our executive compensation philosophy, as the following highlights reflect:

Under our pay for performance philosophy, our executive compensation program places a substantial portion of total compensation at risk (*i.e.*, value received is contingent upon Delta's financial, operational and stock performance), emphasizing variable over fixed compensation. Ninety-four percent of Delta's Chief Executive Officer's target compensation opportunity for 2015 was at risk. Eighty-three percent of Mr. Anderson's total compensation is concentrated in equity-based opportunities and his cash-based compensation (base salary and annual bonus) is below the 25th percentile of Delta's custom peer group.

Our annual and long-term incentive plans utilize different stretch measures of operating, customer and financial performance goals to drive Delta's business strategy, deliver value to our stockholders and align the interests of management with frontline employees.

We continue to focus on long-term compensation opportunities. The Personnel & Compensation Committee of the Board of Directors continued to grant all awards under long-term incentive plans with vesting schedules of three years. For further information see the Compensation Discussion and Analysis section of the proxy statement under Elements of Compensation - Long-Term Incentives.

We do not provide any supplemental executive retirement plans or deferred compensation plans to our executive officers. They participate in the same on-going retirement plans as our frontline employees.

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PROXY STATEMENT SUMMARY

Governance Highlights

Our values and culture are the foundation of our success. We regularly assess our governance practices and highlights include:

Independent chairman (as of May 2, 2016, separate executive chairman, lead director and CEO)

Directors elected annually

Majority voting for directors in uncontested elections

11 of 14 director-nominees are independent

Executive sessions without management directors at Board of Directors and Board Committee meetings

Meaningful stock ownership and retention guidelines for members of the Board of Directors and executive officers

Active Board oversight of risk management

Regular succession planning

All members of the Audit Committee of the Board of Directors are designated financial experts under the rules of the Securities and Exchange Commission

Anti-hedging and anti-pledging policy for all employees and Board members

Prohibition on any director or officer directly owning stock in a competitor airline

No stockholder rights plan (poison pill) or super-majority voting

Commitment to sustainability (inclusion in Dow Jones Sustainability Index)

Annual advisory vote to approve executive compensation

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Regular outreach to institutional stockholders

Clawback policy

No employment contracts, deferred compensation programs or supplemental executive retirement plans

Delta does not provide company cars, personal club memberships, executive life insurance, financial planning, or home security protection to its executive officers

Prohibits recycling of shares withheld or delivered to satisfy the exercise price or tax withholding requirements of stock options or stock appreciation rights

PROXY STATEMENT SUMMARY

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GENERAL INFORMATION

Internet Availability of Proxy Materials

Under rules adopted by the Securities and Exchange Commission (SEC), we are furnishing proxy materials (including our 2015 Form 10-K) to our stockholders on the Internet, rather than mailing paper copies to each stockholder. If you received a Notice Regarding the Availability of Proxy Materials (the Notice) by U.S. or electronic mail, you will not receive a paper copy of these proxy materials unless you request one. Instead, the Notice tells you how to access and review the proxy materials and vote your shares on the Internet. If you would like to receive a paper copy of our proxy materials free of charge, follow the instructions in the Notice. The Notice will be distributed to our stockholders beginning on or about April 29, 2016.

Stockholders Entitled to Vote

The Board of Directors set April 18, 2016 as the record date for determining the stockholders entitled to notice of and to vote at the annual meeting. On the record date, 771,592,324 shares of Delta common stock, par value \$0.0001 per share, were outstanding. The common stock is the only class of securities entitled to vote at the meeting. Each outstanding share entitles its holder to one vote.

Voting Shares of Common Stock Registered in Your Name or Held under Plans

The control number you receive in your Notice covers shares of common stock in any of the following forms:

common stock registered in your name (registered shares);

common stock held in your account under the Delta Pilots Savings Plan (Pilot Plan);

common stock allocated to your account under the Delta Family-Care Savings Plan (Savings Plan); or

unvested restricted common stock granted under the Delta Air Lines, Inc. 2007 Performance Compensation Plan.

Special Note to Delta Employees About the Employee Stock Purchase Plan. If you are a Delta employee participating in the Employee Stock Purchase Plan, the control number you receive in your Notice does not cover shares of common stock purchased pursuant to the plan. These shares are held for your benefit by Fidelity in street name. For information about voting these shares, see Voting Shares Held in Street Name.

Your submission of voting instructions for registered shares results in the appointment of a proxy to vote those shares. In contrast, your submission of voting instructions for common stock held in your Pilot Plan account or allocated to your Savings Plan account, or for unvested restricted common stock granted under the Delta Air Lines, Inc. 2007 Performance Compensation Plan, instructs the applicable plan trustee or administrator how to vote those shares, but does not result in the appointment of a proxy. You may submit your voting instructions regarding all shares covered by the same control number before the meeting by using our Internet or telephone system or by completing and returning a proxy card, as described below:

Voting by the Internet or Telephone. You may vote using the Internet or telephone by following the instructions in the Notice to access the proxy materials and then following the instructions provided to allow you to record your vote. After accessing the proxy materials, to vote by telephone, call 1-800-690-6903 or to vote by the Internet, go to www.proxyvote.com and follow the instructions. The Internet and telephone voting procedures are designed to authenticate votes cast by using a personal identification number. These procedures enable stockholders to confirm their instructions have been properly recorded.

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Voting by Proxy Card. If you obtained a paper copy of our proxy materials, you may also vote by signing, dating and returning your instructions on the proxy card in the enclosed postage-paid envelope. Please sign the proxy card exactly as your name appears on the card. If shares are owned jointly, each joint owner should sign the proxy card. If a stockholder is a corporation or partnership, the proxy card should be signed in the full corporate or partnership name by a duly authorized person. If the proxy card is signed pursuant to a power of attorney or by an executor, administrator, trustee or guardian, state the signer's full title and provide a certificate or other proof of appointment.

DELTA AIR LINES, INC.

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GENERAL INFORMATION

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To be effective, instructions regarding shares held in your Pilot Plan account or allocated to your Savings Plan account must be received by 5:00 p.m. Eastern Daylight Time on June 8, 2016. Instructions regarding registered shares or unvested restricted common stock must be received by 11:59 p.m. Eastern Daylight Time on June 9, 2016.

You may also vote registered shares by attending the annual meeting and voting in person by ballot; this will revoke any proxy you previously submitted.

Note that you may not vote shares of unvested restricted common stock, shares held in your Pilot Plan account or shares allocated to your Savings Plan account in person at the meeting. If you do not submit voting instructions in a timely manner regarding shares of unvested restricted common stock, shares held in your Pilot Plan account or shares allocated to your Savings Plan account, they will not be voted. See Voting Shares Held in Street Name below for information about voting Employee Stock Purchase Plan shares.

All properly submitted voting instructions, whether submitted by the Internet, telephone or U.S. mail, will be voted at the annual meeting according to the instructions given, provided they are received prior to the applicable deadlines described above. All properly submitted proxy cards not containing specific instructions will be voted in accordance with the Board of Directors' recommendations set forth on page 1. The members of Delta's Board of Directors designated to vote the proxies returned pursuant to this solicitation are Richard H. Anderson, Daniel A. Carp and Kenneth B. Woodrow.

Revoking a Proxy or Voting Instructions

If you hold registered shares, unvested restricted common stock, shares in your Pilot Plan account or shares allocated to your Savings Plan account, you may revoke your proxy or voting instructions prior to the meeting by:

providing written notice to Delta's Legal Department at Delta Air Lines, Inc., Dept. No. 981, 1030 Delta Boulevard, Atlanta, Georgia 30354, Attention: Assistant Corporate Secretary; or

submitting later-dated instructions by the Internet, telephone or U.S. mail.

To be effective, revocation of instructions regarding shares held in your Pilot Plan account or allocated to your Savings Plan account must be received by 5:00 p.m. Eastern Daylight Time on June 8, 2016. Revocation of instructions regarding registered shares or unvested restricted common stock must be received by 11:59 p.m. Eastern Daylight Time on June 9, 2016.

You may also revoke your proxy covering registered shares by attending the annual meeting and voting in person by ballot. Attending the meeting will not, by itself, revoke a proxy. Note that you may not vote shares of unvested restricted common stock, shares held in your Pilot Plan account or shares allocated to your Savings Plan account in person at the meeting.

Voting Shares Held in Street Name

If your shares are held in the name of a broker, bank or other record holder (that is, in street name), refer to the instructions provided by the record holder regarding how to vote your shares or to revoke your voting instructions. This includes any shares purchased through the Employee Stock Purchase Plan. You may also obtain a proxy from the record holder permitting you to vote in person at the annual meeting. Without a proxy from the record holder, you may not vote shares held in street name by returning a proxy card or by voting in person at the annual meeting. **If you hold your shares in street name, it is critical that you provide instructions to, or obtain a proxy from, the record holder if you want your shares to count in the election of directors (Proposal 1), the advisory vote on executive compensation (Proposal 2), the approval of the amendment and restatement of our Performance Compensation Plan (Proposal 3) and the stockholder proposal (Proposal 5).** As described in the next section of this proxy statement, regulations prohibit your bank or broker from voting your shares in the election of directors (Proposal 1) and Proposals 2, 3 and 5 if you do not provide voting instructions.

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Limitation on Brokers Authority to Vote Shares

Under New York Stock Exchange (NYSE) rules, brokerage firms may vote in their discretion on certain matters on behalf of clients who do not provide voting instructions at least 15 days before the date of the annual meeting. Generally, brokerage firms may vote to ratify the appointment of independent auditors and on other discretionary items, but brokers are not permitted to vote your shares for the election of directors (Proposal 1) and Proposals 2, 3 and 5 unless you provide voting instructions. Accordingly, if your shares are held in a brokerage account and you do not return voting instructions to your broker by its deadline, your shares may be voted by your broker on Proposal 4, but not the other proposals described in this proxy statement. Broker non-votes will not be considered in connection with Proposals 1, 2, 3 and 5. *Therefore, we urge you to give voting instructions to your broker on all proposals.*

Quorum for the Annual Meeting

The quorum at the annual meeting will consist of a majority of the votes entitled to be cast by the holders of all shares of common stock that are outstanding and entitled to vote. Abstentions from voting and broker non-votes, if any, will be counted in determining whether a quorum is present. The meeting will not commence if a quorum is not present.

Votes Necessary to Act on Proposals

At an annual meeting at which a quorum is present, the following votes will be necessary on each of the proposals:

Each director shall be elected by the vote of a majority of the votes cast with respect to the director. For purposes of this vote, a majority of the votes cast means that the number of shares voted for a director must exceed 50% of the votes with respect to that director (excluding abstentions).

The advisory vote to approve executive compensation (say on pay) requires the affirmative vote of the majority of shares present and entitled to vote at the meeting. Abstentions have the same effect as votes against the proposal. Even though the outcome of the vote is advisory and therefore will not be binding on Delta, the Personnel & Compensation Committee of the Board of Directors will review and consider the voting results when making future decisions regarding executive compensation.

Approval of the amendment and restatement of our Performance Compensation Plan requires the affirmative vote of the majority of shares present and entitled to vote at the meeting. Abstentions have the same effect as votes against the proposal.

Ratification of the appointment of Ernst & Young LLP as independent auditors for the year ending December 31, 2016 requires the affirmative vote of the majority of shares present and entitled to vote at the meeting. Abstentions have the same effect as votes against the proposal.

Approval of the stockholder proposal described in this proxy statement requires the affirmative vote of the majority of shares present and entitled to vote. Abstentions have the same effect as votes against the proposal.

Broker non-votes, if any, will be handled as described under Limitation on Brokers Authority to Vote Shares.

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Recommendations of the Board of Directors

The Board of Directors recommends that you vote:

FOR the election of the director-nominees named in this proxy statement;

FOR the approval, on an advisory basis, of the compensation of Delta's named executive officers;

FOR the approval of the amendment and restatement of our Performance Compensation Plan;

FOR the ratification of the appointment of Ernst & Young LLP as Delta's independent auditors for the year ending December 31, 2016; and

AGAINST the stockholder proposal described in this proxy statement.

All properly submitted proxy cards not containing specific instructions will be voted in accordance with the Board's recommendations.

Presentation of Other Business at the Meeting

Delta is not aware of any business to be transacted at the annual meeting other than as described in this proxy statement. If any other item or proposal properly comes before the meeting (including, but not limited to, a proposal to adjourn the meeting in order to solicit votes in favor of any proposal contained in this proxy statement), the proxies received will be voted at the discretion of the directors designated to vote the proxies.

Attending the Meeting

To attend the annual meeting, you will need to show you are either a Delta stockholder as of the record date, or hold a valid proxy from such a Delta stockholder.

If your shares are registered in street name, or are held in your Pilot Plan account or your Savings Plan account, please bring evidence of your stock ownership, such as your most recent account statement.

If you own unvested restricted common stock, please bring your Delta-issued identification card; we will have a list of the holders of unvested restricted common stock at the meeting.

All stockholders should also bring valid picture identification; employees may use their Delta-issued identification card. If you do not have valid picture identification and proof that you own Delta stock, you may not be admitted to the meeting.

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GOVERNANCE MATTERS

Governance Overview

Delta believes that sound governance practices are essential to enhance long-term value for our stockholders. We operate under governance practices that are transparent and consistent with best practices.

You may view the charters of the Audit, Corporate Governance, Finance, Personnel & Compensation and Safety and Security Committees, the Certificate of Incorporation, the Bylaws, Delta's corporate governance principles, our codes of ethics and business conduct, and our director independence standards on our Corporate Governance website at <http://ir.delta.com/governance/governance-documents/default.aspx>. You may obtain a copy of these materials by contacting Delta's Assistant Corporate Secretary at the address on the next page.

Director Independence

Independence of Audit, Corporate Governance and Personnel & Compensation Committee Members

For many years, Delta's Board of Directors has been composed of a substantial majority of independent directors. Delta's Board established the Audit Committee, the Corporate Governance Committee, the Finance Committee, the Personnel & Compensation Committee and the Safety and Security Committee to focus on particular Board responsibilities.

The Board of Directors has affirmatively determined that all current directors are independent under the NYSE listing standards and Delta's director independence standards, except Richard Anderson and Ed Bastian, who are not independent because each is an executive officer of Delta, and Doug Ralph, who is not independent because he is a Delta pilot. In making these independence determinations, the Board of Directors considered information submitted by the directors in response to questionnaires, information obtained from Delta's internal records and advice from counsel.

The Audit, Corporate Governance and Personnel & Compensation Committees consist entirely of non-employee directors who are independent, as defined in the NYSE listing standards and Delta's director independence standards. The members of the Audit Committee also satisfy the additional independence requirements set forth in rules under the Securities Exchange Act of 1934 (the 1934 Act). In addition, each member of the Audit Committee has been designated an Audit Committee Financial Expert. The members of the Personnel & Compensation Committee also satisfy the additional independence requirements set forth in rules under the 1934 Act.

Directors Elected Annually; Majority Voting for Directors

Delta's Certificate of Incorporation and Bylaws provide that all directors are elected annually. Under the Bylaws, a director in an uncontested election is elected by a majority of votes cast (excluding abstentions) at a stockholders' meeting at which a quorum is present. In an election for directors where the number of nominees exceeds the number of directors to be elected, a contested election, the directors are elected by the vote of a plurality of the shares represented at the meeting and entitled to vote on the matter.

Identification and Selection of Nominees for Director

The Corporate Governance Committee recommends to the Board of Directors nominees for election to the Board who have the skills and experience to assist management in the operation of Delta's business. In accordance with Delta's corporate governance principles, the Corporate Governance Committee and the Board of Directors assess potential nominees (including incumbent directors) based on factors such as the individual's business experience, character, judgment, diversity of experience, international background and other matters relevant to the Board's needs and objectives at the particular time. Independence, financial literacy and the ability to devote significant time to Board activities and to the enhancement of the nominee's knowledge of Delta's business are also factors considered for Board membership. The Corporate Governance Committee retains third-party search firms from time to time to assist in identifying and preliminarily screening potential Board members.

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The Corporate Governance Committee evaluates potential nominees suggested by stockholders on the same basis as all other potential nominees. To recommend a potential nominee, you may:

e-mail nonmgmt.directors@delta.com **or**

send a letter addressed to Delta's Law Department at Delta Air Lines, Inc., Dept. No. 981, 1030 Delta Boulevard, Atlanta, Georgia 30354, Attention: *Chief Legal Officer*.

Each potential nominee is reviewed and screened by the Corporate Governance Committee, which decides whether to recommend a candidate for consideration by the full Board.

Audit Committee Financial Experts

The Board of Directors has designated Mr. Easter, Mr. Blake, Mr. Brinzo, Mr. Foret, Ms. Franklin and Mr. Rial as Audit Committee Financial Experts.

Compensation Committee Interlocks and Insider Participation

None of the members of the Personnel & Compensation Committee is a former or current officer or employee of Delta or has any interlocking relationships as set forth in applicable SEC rules.

Communications with Directors

Stockholders and other interested parties may communicate with our non-management directors by sending an e-mail to nonmgmt.directors@delta.com. We have established a link to this address on our Investor Relations website. Communications with directors may also be mailed to Delta's Law Department at the address listed above. Communications will be sent directly to the lead director of the Board, as representative of the non-management directors, other than communications pertaining to customer service, human resources, accounting, auditing, internal control and financial reporting matters. Communications regarding customer service and human resources matters will be forwarded for handling by the appropriate Delta department. Communications regarding accounting, auditing, internal control and financial reporting matters will be brought to the attention of the Audit Committee Chair.

Board of Directors

During 2015, the Board of Directors met 12 times. Each director who served on the Board during 2015 attended at least 75% of the meetings of the Board of Directors and the committees on which he or she served that were held during his or her tenure on the Board. It is the Board's policy that directors are encouraged to attend the annual meeting. All of Delta's directors, except one, attended the annual meeting in 2015.

In 2015, the Board routinely held executive sessions without the Chief Executive Officer or any other management director. Mr. Carp, who served as the non-executive Chairman of the Board during 2015, presided at these executive sessions. In his role as Chairman of the Board, Mr. Carp's responsibilities also included those described below under Board of Directors Leadership Structure.

Board of Directors Leadership Structure

Because we believe operating pursuant to sound governance practices benefits the long-term interests of our stockholders, since 2003 we have chosen to elect an independent, non-executive chairman separate from our Chief Executive Officer. Governance commentators, proxy voting advisory firms, and institutional stockholders generally conclude the separation of the two roles is a best practice. We believe the non-executive Chairman of the Board plays an important governance leadership role that enhances long-term stockholder value. His responsibilities include:

chairing meetings of non-management directors (executive sessions);

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presiding at the Annual Stockholders Meeting;

briefing the Chief Executive Officer on issues raised in executive sessions;

GOVERNANCE MATTERS

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in collaboration with the Corporate Governance Committee of the Board, committee chairs and the Chief Executive Officer, scheduling Board meetings, setting Board agendas and strategic discussions and providing a review of pre-meeting materials delivered to directors;

overseeing Board, committee and senior management evaluations and succession planning;

managing the Board's oversight of risks;

recommending appropriate governance policies and practices;

overseeing the avoidance of conflicts of interests;

recommending Board committee and committee chair assignments;

facilitating director discussions inside and outside the boardroom, managing the relationship between the Chief Executive Officer and the Board, consulting with the Chief Executive Officer and serving as a counterweight as appropriate;

overseeing the process for selecting new Board members;

calling meetings of the Board and stockholders;

chairing the Corporate Governance Committee;

conducting/overseeing the annual evaluation of the committees and the Board; and

carrying out other duties requested by the Chief Executive Officer and the Board as a whole.

Governance commentators, proxy advisory firms and institutional stockholders advise companies without a separation of the Chief Executive Officer and chairman to elect a lead director having the very same specific responsibilities as our non-executive chairman listed above. The goal of both the non-executive chairman and the lead director is the same to provide engaged directors with the appropriate resources and structure to enhance stockholder value, without delegating all responsibilities to the Chief Executive Officer.

Effective May 2, 2016, Mr. Anderson is Executive Chairman and Mr. Blake is lead director. Mr. Blake will preside at the executive sessions of the Board routinely held without the chief executive officer or any other management director, and he and Mr. Anderson will work together to divide the other responsibilities previously performed by the non-executive chairman.

Board Committees

The Board of Directors has established the following committees to assist it in discharging its responsibilities:

Audit Committee

The Audit Committee met nine times in 2015. Among other matters, the Committee:

Appoints (subject to stockholder ratification) our independent auditors;

represents and assists the Board in its oversight of:

the integrity of our financial statements

legal and regulatory matters, including compliance with applicable laws and regulations

our independent auditors' qualifications, independence and performance

the performance of our internal audit department;

reviews audits and other work product of the independent auditors and internal audit department;

discusses the adequacy and effectiveness of our internal control over financial reporting;

oversees our compliance with procedures and processes pertaining to corporate ethics and standards of business conduct;

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reviews and, if appropriate, approves or ratifies:

possible conflicts of interest involving members of the Board or executive officers

transactions that would be subject to disclosure under Item 404 of SEC Regulation S-K;

considers complaints concerning accounting, auditing, internal control and financial reporting matters;

reviews the enterprise risk management process by which management identifies, assesses and manages Delta's exposure to risk; discusses major risk exposures with management; appraises the Board of Directors of risk exposures and management's actions to monitor and manage risk; and reviews the Company's insurance programs; and

focuses on tone at the top and chooses key topics for detailed review.

Corporate Governance Committee

The Corporate Governance Committee met five times in 2015. Among other matters, the Committee:

leads the search and recruiting process for new outside directors and identifies and recommends qualified individuals to the Board of Directors for nomination as directors; considers stockholder nominations of candidates for election as directors; and

considers, develops and makes recommendations to the Board regarding matters related to corporate governance, including:

governance standards

qualifications and eligibility requirements for Board members, including director independence standards

the Board's size, composition, organization and processes

the type, function, size, membership and chairs of Board committees

evaluation of the Board's performance

legal and regulatory changes in corporate governance

political contributions reports

the compensation of non-employee directors.

Finance Committee

The Finance Committee met 13 times in 2015. Among other matters, the Committee:

reviews and makes recommendations, where appropriate, to the Board regarding:

financial planning and financial structure

financings and guarantees

capital expenditures, including fleet acquisition

annual and longer-term operating plans

capital structure, including issuances and repurchases of capital stock and other securities

risk management practices and policies concerning investments and hedging, both financial and non-financial, including swaps

balance sheet strategies

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derivatives management, fuel hedging and oversight of Delta's oil and fuel management;

approves commitments, capital expenditures and debt financings and re-financings, subject to certain limits.

Personnel & Compensation Committee

The Personnel & Compensation Committee met seven times in 2015. Among other matters, the Committee:

establishes general compensation philosophy and oversees the development and implementation of compensation programs;

performs an annual performance evaluation of the Chief Executive Officer and determines and approves the Chief Executive Officer's compensation;

reviews and approves compensation programs for executive officers;

reviews and regularly approves the management succession plan;

makes recommendations to the Board regarding election of officers; and

selects, retains, terminates, and approves fees of compensation advisors to the Committee.

Safety and Security Committee

The Safety and Security Committee met five times in 2015. Among other matters, the Committee:

oversees and consults with management regarding customer, employee and aircraft operating safety and security, including related goals, performance and initiatives by:

reviewing current and proposed safety and security-related programs, policies and compliance matters

reviewing matters with a material effect on Delta's flight safety operations and security

establishing and approving annual safety and security goals

reviewing the safety and security programs and performance of the Delta Connection carriers

reviewing the security of the Company's information technology systems and operations, including defenses against cyber threats to the airline.

Board Oversight of Risk Management

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The Board of Directors has ultimate responsibility to oversee Delta's enterprise risk management program (ERM). The Board discusses risk throughout the year, particularly when reviewing operating and strategic plans and when considering specific actions for approval. Depending on the nature of the risk, the responsibility for oversight of selected risks may be delegated to appropriate committees of the Board of Directors, with material findings reported to the full Board. Delegations of risk oversight by the Board include:

The Audit Committee reviews the ERM framework at the enterprise level; reviews management's process for identifying, managing and assessing risk; and oversees the management of risks related to the integrity of the consolidated financial statements, internal control over financial reporting, the internal audit function and related matters.

The Finance Committee oversees the management of risks related to aircraft fuel price and fuel hedging; foreign currency and interest rate hedging; Delta's financial condition and capital structure; its financing, acquisition and investment transactions and related matters.

The Personnel & Compensation Committee reviews risks related to management succession and Delta's executive compensation program.

The Corporate Governance Committee reviews risks related to Board of Directors' succession and Delta's corporate governance matters.

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The Safety and Security Committee oversees the management of risks related to customer, employee, aircraft and airport operating safety and security and information technology safety and security.

The Board of Directors receives reports from the committee chairs at regularly scheduled Board meetings. Management reports to the Board and the committees with oversight of specific risks concerning matters such as compliance with regulations, business strategies, proposed changes in laws and regulations and any other matter deemed appropriate by the Board or the committees.

Under Delta's ERM process, management is responsible for setting risk tolerance levels; defining organizational responsibilities for risk management; determining the significant risks to Delta; developing risk mitigation and management strategies, based on Delta's risk tolerance levels; and monitoring the business to determine that risk mitigation activities are in place and operating. Management periodically updates its assessment of risks to Delta as emerging risks are identified.

Delta's internal audit function, which is led by the Vice President - Corporate Audit and Enterprise Risk Management, is responsible for supporting and coordinating management's ERM process and activities; documenting risk assessments using a consistent approach; identifying and validating controls to mitigate risk; and reporting on results of risk evaluations. The Vice President - Corporate Audit and Enterprise Risk Management reports to the Audit Committee regarding ERM activities.

The Board of Directors believes that Delta's leadership structure, combined with the roles of the Board and its committees, provides the appropriate leadership for effective risk oversight.

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All Delta Directors are elected annually. At the annual meeting, each director will be elected by the vote of a majority of the votes cast. This means the number of votes cast for a director must exceed 50% of the votes with respect to that director (excluding abstentions). Each director elected will hold office until the next annual meeting of stockholders and the election of his or her successor.

Delta's Bylaws provide that any director not elected by a majority of the votes cast at the annual meeting must offer to tender his or her resignation to the Board of Directors. The Corporate Governance Committee will make a recommendation to the Board of Directors whether to accept the resignation. The Board of Directors will consider the recommendation and publicly disclose its decision within 90 days after the certification of the election results.

The Board of Directors recommends a vote FOR the following nominees:

(1) Richard H. Anderson	(8) Mickey P. Foret
(2) Edward H. Bastian	(9) Shirley C. Franklin
(3) Francis S. Blake	(10) George N. Mattson
(4) Daniel A. Carp	(11) Douglas R. Ralph
(5) David G. DeWalt	(12) Sergio A. L. Rial
(6) Thomas E. Donilon	(13) Kathy N. Waller
(7) William H. Easter III	(14) Kenneth B. Woodrow

All of the nominees are currently serving on the Board of Directors. The Board of Directors believes each nominee for director will be able to stand for election. If any nominee becomes unable to stand for election, the Board may name a substitute nominee or reduce the number of directors. If a substitute nominee is chosen, the directors designated to vote the proxies will vote FOR the substitute nominee.

Delta, the Air Line Pilots Association, International, the collective bargaining representative for Delta pilots (ALPA), and the Delta Master Executive Council, the governing body of the Delta unit of ALPA (Delta MEC), have an agreement whereby Delta agrees (1) to cause the election to the Board of Directors of a Delta pilot designated by the Delta MEC who is not a member or officer of the Delta MEC or an officer of ALPA (Pilot Nominee); (2) at any meeting of stockholders at which the Pilot Nominee is subject to election, to re-nominate the Pilot Nominee or nominate another qualified Delta pilot designated by the Delta MEC to be elected to the Board of Directors and to use its reasonable best efforts to cause such person to be elected to the Board; and (3) in the event of the Pilot Nominee's death, disability, resignation, removal or failure to be elected, to elect promptly to the Board a replacement Pilot Nominee designated by the Delta MEC to fill the resulting vacancy. Pursuant to this provision, the Delta MEC has designated Douglas R. Ralph to be nominated for election to the Board at the annual meeting.

The compensation of Mr. Ralph as a Delta pilot is determined under the collective bargaining agreement between Delta and ALPA. During 2015, Mr. Ralph received \$321,271 in compensation (which includes: \$255,973 in flight earnings, \$30,298 in shared rewards/profit sharing payments and \$35,000 in Delta contributions to a defined contribution plan). As a Delta pilot, Mr. Ralph is not separately compensated for his service as a director.

Certain Information About Nominees

Delta believes each nominee has a reputation for integrity, honesty and adherence to high ethical standards; demonstrated business acumen and the exercise of sound judgment; and a track record of service as a leader in business or governmental settings. Delta also believes it is important for directors and nominees for director to have experience in one or more of the following areas:

As a chief executive or member of senior management of a large public or private company or in a leadership position in a governmental setting

Airline or other transportation industries

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Marketing

Financial and/or accounting

Risk management

Energy industry

International business

Information technology expertise

Global security and government affairs experience

As a board member of a large public or private company

The Board of Directors has fixed the size of the Board at fourteen members effective at the annual meeting. The following section provides information about each nominee for director, including the experience that led the Board of Directors to conclude the nominee should serve as a director of Delta.

Richard H. Anderson

Age 60

Joined Delta's Board April 30, 2007

Mr. Anderson has served as Chief Executive Officer of Delta from 2007 until May 2, 2016. Effective on May 2, Mr. Anderson is the Executive Chairman of the Board of Directors.

Experience:

The qualifications that led the Board of Directors to conclude that Mr. Anderson should serve as a director include Mr. Anderson's experience serving as the Chief Executive Officer of Delta and Northwest Airlines, Inc. and over 20 years of business and operational experience in the airline industry. He has also served as a senior executive of a Fortune 20 healthcare company, as well as on the boards of directors of public companies other than Delta.

Directorships:

Medtronic, PLC; Cargill, Inc.

Affiliations:

Board of Metro Atlanta Chamber

Edward H. Bastian

Age 58

Joined Delta's Board February 5, 2010

Mr. Bastian has been President of Delta since 2007. He is the Chief Executive Officer of Delta, effective on May 2, 2016. He was President of Delta and Chief Executive Officer of Northwest Airlines, Inc. from 2008 to 2009. Mr. Bastian was President and Chief Financial Officer of Delta from 2007 to 2008; Executive Vice President and Chief Financial Officer of Delta from 2005 to 2007; Chief Financial Officer of Acuity Brands from June 2005 to July 2005; Senior Vice President Finance and Controller of Delta from 2000 to 2005 and Vice President and Controller of Delta from 1998 to 2000.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Bastian should serve as a director include Mr. Bastian's over fifteen years of experience as a Delta officer, including serving as Delta's President, Delta's Chief Restructuring Officer during its Chapter 11 bankruptcy proceeding and Northwest Airlines Inc.'s Chief Executive Officer after the merger. Mr. Bastian's accounting and finance background provides financial and strategic expertise to the Board of Directors.

Directorships: GOL Linhas Aéreas Inteligentes, S.A.; Grupo Aeroméxico, S.A.B. de C.V.

Affiliations: Member, Board of Woodruff Arts Center

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Francis S. Blake Age 66 Joined Delta's Board July 25, 2014

Mr. Blake served as the Chairman of The Home Depot from 2007 until his retirement in February 2015. He is the lead director of Delta's Board of Directors effective May 2, 2016. He was the CEO of The Home Depot from 2007 to November 2014 and previously served as Vice Chairman of the Board of Directors and its Executive Vice President. He joined The Home Depot in 2002 as Executive Vice President - Business Development and Corporate Operations. Mr. Blake was previously the deputy secretary for the U.S. Department of Energy and served in a variety of executive positions at General Electric Company, including as Senior Vice President, Corporate Business Development in charge of all worldwide mergers, acquisitions and dispositions worldwide.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Blake should serve as a director include his experience as the Chairman and Chief Executive Officer of a complex retail organization and prior leadership positions in business and government. He has also served on boards of directors of public companies in the energy industry. At other public companies, Mr. Blake has experience as a member of the audit and governance committees.

Committees: Audit; Corporate Governance (Chair)

Directorships: Macy's, Inc.; The Procter & Gamble Company

Daniel A. Carp Age 67 Joined Delta's Board April 30, 2007

Mr. Carp served as non-executive Chairman of Delta's Board of Directors from 2007 until May 2016. He was Chief Executive Officer and Chairman of the Board of Eastman Kodak Company from 2000 to 2005. Mr. Carp was President of Eastman Kodak Company from 1997 to 2003.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Carp should serve as a director include Mr. Carp's substantial business experience as Chairman and Chief Executive Officer of a multinational public company in the consumer goods and services sector, where he was employed for over 35 years. As a member of the boards of directors of large public companies other than Delta, Mr. Carp has experience on audit, compensation, finance and governance committees.

Committees: Corporate Governance; Personnel & Compensation (Chair)

Directorships: Norfolk Southern Corporation; Texas Instruments Inc.

David G. DeWalt Age 51 Joined Delta's Board November 22, 2011

Mr. DeWalt has been the Chief Executive Officer of FireEye, Inc., a global network cyber security company, since November 2012 and Chairman of its board since June 2012. Mr. DeWalt was President and Chief Executive Officer of McAfee, Inc., a security technology company, from 2007 until 2011 when McAfee, Inc. was acquired by Intel Corporation. From 2003 to 2007, Mr. DeWalt held executive positions with EMC Corporation, a provider of information infrastructure technology and solutions, including serving as Executive Vice President and President-Customer Operations and Content Management Software.

Experience: The qualifications that led the Board of Directors to conclude that Mr. DeWalt should serve as a director include Mr. DeWalt's substantial expertise in the information technology security industry and his strategic and operational experience as the current Chief Executive Officer of FireEye, Inc. and former Chief Executive Officer of McAfee, Inc. As a member of the boards of directors of public companies other than Delta, Mr. DeWalt has served on the audit and compensation

committees.

Committees: Corporate Governance; Safety & Security

Directorships: FireEye, Inc.; Five9, Inc.; Jive Software, Inc. (2011-2013); Polycom Inc. (2005-2013)

Affiliations: National Security & Technology Advisory Committee

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Thomas E. Donilon Age 60 Joined Delta's Board February 20, 2015
 Mr. Donilon is a partner and vice chair of the international law firm of O Melveny & Myers. Prior to rejoining O Melveny in 2014, Mr. Donilon served in the administration of President Barack Obama, most recently as national security advisor. In that capacity, he oversaw the U.S. National Security Council staff, chaired the cabinet-level National Security Principals Committee, and was responsible for the coordination and integration of the administration's foreign policy, intelligence and military efforts. Mr. Donilon also served as the President's personal emissary to a number of world leaders. Over the past three decades, Mr. Donilon has worked closely with and advised two other U.S. Presidents. In February 2016, the President appointed Mr. Donilon as Chair of the Commission to Enhance National Cybersecurity.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Donilon should serve as a director include his extensive experience and unique expertise and insight into global security and international strategic matters, his service at the highest levels of the U.S. government and his role as a legal advisor to public company boards and a range of other sophisticated business clients.

Committees: Finance; Safety and Security

Affiliations: Distinguished Fellow, Council on Foreign Relations; Non-resident Senior Fellow; Harvard Kennedy School's Belfer Center for Science and International Affairs; Distinguished Fellow, Asia Society Policy Institute; Honorary Trustee at the Brookings Institution; Member, Aspen Strategy Group; Member, the Trilateral Commission; Member, the Center on Global Energy Policy Advisory Board at Columbia University; Member, U.S. Defense Policy Board; Member, Central Intelligence Agency's External Advisory Board; Chair, Commission on Enhancing National Cybersecurity

William H. Easter III Age 66 Joined Delta's Board December 3, 2012
 Mr. Easter was Chairman, President and CEO of DCP Midstream LLC (formerly Duke Energy Field Services, LLC) from 2004 until his retirement in 2008. Previously employed by ConocoPhillips for 32 years, Mr. Easter served as Vice President of State Government Affairs from 2002 to 2004 and as General Manager of the Gulf Coast Refining, Marketing and Transportation Business Unit from 1998 to 2002.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Easter should serve as a director include over 36 years of leadership and operational experience in natural gas, crude oil and refined product supply, transportation, refining and marketing with ConocoPhillips and DCP Midstream LLC. Additionally, Mr. Easter has experience as a member of the boards of directors of other public companies where he served on the audit, corporate governance, compensation and finance committees. Since his retirement from DCP Midstream, LLC, Mr. Easter has been involved in private investments.

Committees: Audit (Chair); Corporate Governance

Directorships: BakerHughes, Inc.; Concho Resources, Inc.; Sunoco, Inc. (2011-2012)

Affiliations: Member, Board of Memorial Hermann Hospital System, Houston, Texas

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Mickey P. Foret

Age 70

Joined Delta's Board October 29, 2008

Mr. Foret was Executive Vice President and Chief Financial Officer of Northwest Airlines, Inc. from 1998 to 2002, and also served as Chairman and Chief Executive Officer of Northwest Cargo from 1999 to 2002. Mr. Foret served as President and Chief Operating Officer of Atlas Air, Inc. from 1996 to 1997 and as Executive Vice President and Chief Financial Officer of Northwest Airlines, Inc. from 1993 to 1996.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Foret should serve as a director include Mr. Foret's experience in the airline industry, where he held numerous senior executive positions for over 35 years, particularly in the finance area. He served as Chief Financial Officer of Northwest Airlines, Inc. for seven years. Mr. Foret has also served on the audit, compensation, finance and governance committees of the boards of directors of other public companies.

Committees: Audit; Safety and Security (Chair)

Directorships: SpartanNash; URS Corporation (2003-2014); Nash Finch Company (2005-2013)

Shirley C. Franklin

Age 70

Joined Delta's Board July 20, 2011

Ms. Franklin has been Executive Chair of the Board of Purpose Built Communities, Inc., a national non-profit organization established to transform struggling neighborhoods into sustainable communities, since 2011. Since 2013, Ms. Franklin has also served as the Barbara Jordan Visiting Professor at the University of Texas-Austin, LBJ School of Public Affairs. Ms. Franklin served as Mayor of the City of Atlanta from 2002 to 2010 and served in cabinet positions in the City of Atlanta, including Chief of Operations and Chief Administrative Officer, from 1978 to 1991, prior to her election as mayor in 2001.

Experience: The qualifications that led the Board of Directors to conclude that Ms. Franklin should serve as a director include Ms. Franklin's extensive executive leadership experience, business experience and financial expertise. She has over 38 years of leadership experience in various positions in city government and other organizations, including her eight years as Mayor of Atlanta. She has also served on the audit committee of a board of directors of a public company other than Delta.

Committees: Audit; Personnel & Compensation

Directorships: Mueller Water Products, Inc.

Affiliations: Atlanta Regional Commission on Homelessness (Co-Chair); National Center for Civil and Human Rights (Chair); United Way of Metropolitan Atlanta Endowment Foundation; The Volcker Alliance (member)

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George N. Mattson Age 50 Joined Delta's Board October 1, 2012
 Mr. Mattson served as a partner and co-head of the Global Industrials Group in Investment Banking at Goldman, Sachs & Co. from 2002 through August 2012, where he served in a variety of positions from 1994 to 2002. Mr. Mattson was an Associate at Credit Suisse First Boston from 1993 to 1994, and he held various sales and marketing positions at IBM from 1987 to 1993.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Mattson should serve as a director include Mr. Mattson's experience in the areas of mergers and acquisitions, corporate finance and capital markets. In addition, Mr. Mattson has knowledge of the airline industry and other global industries acquired during his 18 years at Goldman, Sachs & Co., including as co-head of the Global Industrials Group in Investment Banking, which had responsibility for a diverse set of industry sectors, including companies in the transportation industry. Since his retirement from Goldman Sachs, Mr. Mattson has been involved in acquiring and growing middle market industrial businesses.

Committees: Finance (Chair); Personnel & Compensation

Affiliations: Member, Board of The Boys' Club of New York (Chair, Investment Committee); Member, Vice Chair Board of Visitors of the Pratt School of Engineering at Duke University

Douglas R. Ralph Age 61 Joined Delta's Board June 25, 2015
 Mr. Ralph has been a Delta pilot since 1991 and is currently a Captain of a Boeing 767ER aircraft. He was an active duty pilot in the U.S. Marine Corps for six years prior to joining Delta. He was then a pilot in the U.S. Naval Reserves for 17 years, retiring with the rank of Captain in 2001. Mr. Ralph has been designated by the Delta MEC as the Pilot Nominee. Prior to joining the Board of Directors, Mr. Ralph was the Chair of the Investor Relations Committee of the Delta MEC and also served on a Government Affairs Committee for the Delta MEC.

Experience: As a pilot designated by the Delta MEC to serve on the Board of Directors, Mr. Ralph provides a unique perspective into the airline industry and related labor relations matters.

Committees: Finance; Safety & Security

Sergio A. L. Rial Age 55 Joined Delta's Board December 9, 2014
 Mr. Rial has been Chief Executive Officer since January 2016 of Banco Santander Brazil, the third largest private bank in Brazil and a member of Santander Group, the largest bank in the Eurozone. Mr. Rial served as Chairman of Banco Santander Brazil from February 2015 until January 2016. From 2012 to February 2015, Mr. Rial was Chief Executive Officer of Marfrig Global Foods, one of the world's largest meat companies with operations in Brazil and 15 other countries. Prior to joining Marfrig in 2012, Mr. Rial served in various leadership capacities with Cargill, Inc., a Minneapolis-based global provider of food, agriculture, financial and industrial products and services. At Cargill, Mr. Rial served as Chief Financial Officer from 2009 to 2011 and Executive Vice President from 2011 to 2012. He was also a member of Cargill's board of directors from 2010 to 2012. From 2002 to 2004, Mr. Rial was a senior managing director and co-head of the Investment Banking Division at Bear Stearns & Co. in New York after serving at ABN AMRO Bank for 18 years.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Rial should serve as a director include his experience as a chief executive officer in global business, particularly in the key market of Latin America, and his extensive financial experience as a chief financial officer of a global corporation. He has also served on boards of directors of public companies in the food and agricultural industry.

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Committees: Audit; Personnel & Compensation

Directorships: Cyrela Brazil Realty S.A. (2010-2015); The Mosaic Company (2010-2011)

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Kathy N. Waller

Age 57

Joined Delta's Board July 24, 2015

Ms. Waller has been the Executive Vice President and Chief Financial Officer of The Coca-Cola Company since 2014. Ms. Waller joined Coca-Cola in 1987 as a senior accountant and has assumed roles of increasing responsibility during her career, including Vice President, Finance and Controller.

Experience: The qualifications that led the Board of Directors to conclude that Ms. Waller should serve as a director include her extensive financial experience with a global business enterprise, including her role as Chief Financial Officer. Ms. Waller's accounting and finance background provides financial and strategic expertise to the Board of Directors.

Committees: Corporate Governance; Finance

Directorships: Monster Beverage Corporation; Coca-Cola FEMSA, S.A.B. de C.V.

Kenneth B. Woodrow

Age 71

Joined Delta's Board July 1, 2004

Mr. Woodrow was Vice Chairman of Target Corporation from 1999 until his retirement in December 2000. He served as President of Target Corporation from 1994 until 1999 and held other management positions in that company from 1971 until 1994.

Experience: The qualifications that led the Board of Directors to conclude that Mr. Woodrow should serve as a director include Mr. Woodrow's nearly 30 years of experience in marketing, operations and finance at a public company with a large number of general merchandise retail stores throughout the United States. Mr. Woodrow held positions during that time that included Vice Chairman, President and Chief Financial Officer. Mr. Woodrow has experience as a member of the boards of directors of two other public companies where he served on audit, finance and governance committees.

Committees: Finance; Personnel & Compensation

Affiliations: Former Chairman of the Board and Current Life Trustee, Hamline University

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The following table sets forth the number of shares of Delta common stock beneficially owned as of April 18, 2016, by each director and director-nominee, each person named in the Summary Compensation Table in this proxy statement, and all directors and executive officers as a group. Unless otherwise indicated by footnote, the owner exercises sole voting and investment power over the shares.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership ⁽¹⁾
Directors:	
Richard H. Anderson	2,977,754 ⁽²⁾
Edward H. Bastian	913,506 ⁽²⁾⁽³⁾
Francis S. Blake	18,065
Roy J. Bostock	91,128 ⁽⁴⁾
John S. Brinzo	50,773
Daniel A. Carp	59,533
David G. DeWalt	41,000
Thomas E. Donilon	7,140
William H. Easter III	37,450
Mickey P. Foret	73,078 ⁽²⁾
Shirley C. Franklin	39,950
David R. Goode	73,173
George N. Mattson	40,940
Douglas R. Ralph	0
Sergio A.L. Rial	6,182
Kathy N. Waller	3,630
Kenneth B. Woodrow	73,173
Named Executive Officers:	
Glen W. Hauenstein	369,825 ⁽²⁾
Paul A. Jacobson	492,631 ⁽²⁾⁽⁵⁾
W. Gil West	118,990
Directors and Executive Officers as a Group (24 Persons)	5,815,009 ⁽²⁾

⁽¹⁾ Each of the individuals listed in the table and the directors and executive officers as a group beneficially owned less than 1% of the shares of common stock outstanding on April 18, 2016.

⁽²⁾ Includes the following number of shares of common stock which a director or named executive officer has the right to acquire upon the exercise of stock options that were exercisable as of April 18, 2016, or that will become exercisable within 60 days after that date:

Name	Number of Shares
Richard H. Anderson	2,441,927
Edward H. Bastian	605,704
Mickey P. Foret	9,146
Glen W. Hauenstein	204,100
Paul A. Jacobson	164,000
Directors & Executive Officers as a Group	3,522,060

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- (3) Includes 5,500 shares held by a family foundation, of which Mr. Bastian and his wife are the directors.
- (4) Includes 35,618 shares held by a family foundation, of which Mr. Bostock, his wife and children and their spouses are directors.
- (5) Includes 25,000 shares held by a family foundation, of which Mr. Jacobson and his wife are the trustees.

BENEFICIAL OWNERSHIP OF SECURITIES

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DELTA AIR LINES, INC.

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The following table provides information about the following entities known to Delta to be the beneficial owner of more than five percent of Delta's outstanding common stock as of April 18, 2016.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
The Vanguard Group 100 Vanguard Blvd Malvern, PA 19355	43,325,413 ⁽¹⁾	5.6%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	41,605,330 ⁽²⁾	5.4%

⁽¹⁾ Based on Schedule 13G filed February 11, 2016, in which The Vanguard Group reported that, as of December 31, 2015, it had sole voting power over 1,290,118 of these shares, sole dispositive power over 42,004,995 of these shares, and shared dispositive power over 1,320,418 of these shares.

⁽²⁾ Based on Schedule 13G filed February 9, 2016, in which BlackRock, Inc. reported that, as of December 31, 2015, it had sole voting power over 36,011,878 of these shares, sole dispositive power over 41,536,293 of these shares, and shared dispositive power over 69,037 of these shares.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section of the proxy statement provides an overview and analysis of our executive compensation program. It discusses our executive compensation philosophy and objectives, the administration of the executive compensation program and the material elements of the program. It also reviews the actions taken by the Personnel & Compensation Committee of the Board of Directors (the P&C Committee) in 2015 and the compensation of our named executive officers, who were:

Richard H. Anderson Chief Executive Officer

Edward H. Bastian President

Glen W. Hauenstein Executive Vice President & Chief Revenue Officer

Paul A. Jacobson Executive Vice President & Chief Financial Officer

W. Gil West Executive Vice President & Chief Operating Officer

Effective May 2, 2016, Mr. Anderson is the Executive Chairman of the Board of Directors, Mr. Bastian is the Chief Executive Officer succeeding Mr. Anderson and Mr. Hauenstein is President succeeding Mr. Bastian. Effective February 3, 2016, Mr. West was promoted to Senior Executive Vice President & Chief Operating Officer.

Executive Summary

Our performance in 2015. Delta had a successful 2015, with strong financial results, continued revenue momentum, excellent operational performance and investments in network, airports, fleet and technology. The following key accomplishments in 2015 helped make Delta the carrier of choice for passengers and position the Company for further success in 2016:

Strong financial results*

Excluding special items, earned pre-tax income of \$5.9 billion, an increase of 29% over 2014 and Delta's sixth consecutive year of solid profitability, with 3.2 points of pre-tax margin expansion.

Free cash flow of \$3.8 billion and the return of \$2.6 billion to stockholders through dividends and share repurchases.

Reduced adjusted net debt to \$6.7 billion, a \$600 million reduction from 2014 and more than a \$10 billion reduction from 2009.

Generated over 20% return on invested capital, the sixth year in a row we had returns that met or exceeded our cost of capital.

Continued revenue momentum

Expanded operating revenue to \$40.7 billion, a \$342 million increase over 2014.

Generated a unit revenue premium relative to the industry for the fifth year in a row.

Excellent operating performance

Maintained strong operating performance with a mainline on-time arrival rate of 85.8%, a flight completion factor of 99.6% achieving 161 days of zero mainline cancellations and continued our #1 place performance in fewest Department of Transportation (DOT) customer complaints among the major network carriers.

* See Supplemental Information about Financial Measures at the end of this proxy statement for a reconciliation of non-GAAP financial measures to the corresponding GAAP financial measures, and the reasons we use non-GAAP financial measures. On a GAAP basis for 2015, pre-tax income was \$7.2 billion and debt and capital lease obligations were \$8.3 billion.

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Based on DOT measures, these results put Delta at the top of the industry in operational reliability and customer service for major global carriers.

Investments in network, airports, fleet and technology

Continued our joint venture with Virgin Atlantic, increasing our presence at London's Heathrow Airport.

In New York, we are continuing renovations at our facilities at LaGuardia to support our expanded domestic operations and we opened the expanded and thoroughly enhanced Terminal 4 at New York's JFK International Airport and announced an additional expansion of Terminal 4.

Focused on growing Seattle into a major international gateway, with expanded service and investments in airport facilities.

Continued our fleet restructuring to replace 50-seat regional jets and other older, less cost effective aircraft with newer, more efficient Boeing 737-900, Boeing 717 and CRJ-900 aircraft.

Continued to make significant functionality and performance improvements to delta.com and our award-winning mobile applications to add more customer-focused functions.

Other company highlights

Received recognition from leading organizations and publications, including being named, for the fifth time in six years, *Fortune's Most Admired Airline*; won numerous airline industry awards sweeping the major corporate travel surveys, including *Business Travel News* and *Travel Weekly*; and was named a Best Place to Work in 2016 in Glassdoor's Employees Choice Awards.

Recognized as a national leader in our commitment to anti-human trafficking efforts and continued to provide training to customer-facing employees to help identify and report suspected instances of human trafficking.

Our employee commitment. Delta's employees are critical to the Company's success. Our strong financial, operational and customer service results in 2015 would not have been possible without the dedication and determination of our employees. During 2015, we continued our commitment to promoting a culture of open, honest and direct communications, making Delta a great place to work, and building an environment that encourages diversity, integrity and respect. Key actions in 2015 include:

Paying a record \$1.5 billion under Delta's broad-based profit sharing program (the Profit Sharing Program) in recognition of the achievements of our employees in meeting Delta's financial targets for the year, providing each eligible employee with a payout of 21.4% of eligible earnings.

Awarding \$95 million under Delta's broad-based shared rewards program (the Shared Rewards Program) based on the hard work of our employees in meeting on-time arrival, baggage handling and flight completion factor performance goals during 2015.

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Contributing almost \$1.8 billion to Delta's broad-based defined contribution and defined benefit retirement plans, including \$600 million in excess contributions to our defined benefit plans.

Implementing base salary increases of 4% for our frontline and merit employees in April 2015 and, in December 2015, providing an additional base salary increase of 14.5% for our non-executive employees (excluding pilots) as an offset to changes being made to their profit sharing formula in 2016.

Increasing total company contributions to a maximum of 8% of an employee's eligible earnings under our broad-based ground and flight attendant defined contribution plan (401(k) plan) in January 2016.

Investing over \$10 billion in our people, which includes salaries, pension funding, health insurance, 401(k) contributions, Profit Sharing Program, Shared Rewards Program, life insurance, disability and survivor benefits, travel benefits and training.

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EXECUTIVE COMPENSATION

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Pay for performance. Pay for performance is the foundation of our executive compensation philosophy. Our executive compensation program places a substantial portion of total compensation for 2015 at risk: 94% of our Chief Executive Officer's and 90% of our other named executive officers' total compensation. Furthermore, the majority of total compensation is paid in the form of Delta stock, which, together with our stock ownership and retention guidelines, aligns the interests of management to those of stockholders. We believe our stockholders recognize this alignment as shown by the significant approval of our executive compensation program through an advisory vote at our last four annual meetings.

2015 Compensation Mix (at target)

*** Represents At-Risk Compensation**

The P&C Committee sets stretch performance goals under our annual and long-term incentive plans to drive Delta's business strategy and to deliver value to our stockholders. Consistent with these principles:

The vast majority of the compensation opportunity for our executive officers is earned contingent upon Delta's achieving its financial, operational and customer service goals and stock price performance.

Based on our strong performance in 2015, we paid out 200% of target under our annual incentive plan and 184.8% of target under the 2013 Long-Term Incentive Program.

The P&C Committee designs our incentive plans to closely align the interests of management with frontline employees by using many of the same financial and operational performance measures in both our executive and broad-based employee compensation programs. If there is no payout under Delta's broad-based employee Profit Sharing Program for the year:

There will be no payment under the annual incentive plan's financial performance measure.

Any payment to executive officers for other performance measures may not exceed the target level.

All payments will be made in restricted stock rather than in cash, which will not vest until there is a subsequent profit sharing payment.

The Profit Sharing Program paid out a record \$1.5 billion for 2015.

2015 compensation decisions. The P&C Committee reviews our executive compensation program annually. In 2015, few changes were made to the program. These changes are described in this Compensation Discussion and Analysis.

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Corporate governance and compensation initiatives. Our executive compensation program reflects corporate governance policies and compensation practices that are transparent, consistent with best practices and aligned with the interests of our stockholders, customers and employees.

The executive compensation practices we consider instrumental in driving Company performance while mitigating risk, as well as practices we avoid, are illustrated in the following chart:

<i>Corporate Governance Policies and Other Practices:</i>	<i>Compensation Programs <u>Not Offered</u></i>
Compensation clawback policy applicable to all officers	Excise tax reimbursement for payments made in connection with a change in control
Stock ownership and retention guidelines for executive officers and directors	Loss on sale on residence relocation protection for named executive officers
Equity award grant policy that establishes objective, standardized criteria for the timing of the grant of equity awards	Employment contracts
Double trigger vesting of incentive awards upon a change in control	Supplemental executive retirement or deferred compensation plans
Anti-hedging and anti-pledging policy	No company-provided:
Equity compensation policy that prohibits repricing or cash buyouts of stock options and stock appreciation rights and requires a one-year minimum vesting period for performance-based awards	i company cars
Full disclosure of incentive plan performance measures	i personal club memberships
Engagement with institutional investors regarding our executive compensation program	i private jet travel for personal use
	i executive life insurance (eliminated in July 2015)

i financial planning (eliminated in 2016)

i home security protection (eliminated in 2016)

To further align our executive compensation program with best practices, in February 2015, the P&C Committee amended the Delta Air Lines 2007 Performance Compensation Plan to prohibit share recycling with respect to stock options and stock appreciation rights.

Executive Compensation Philosophy and Objectives

Our executive compensation philosophy and objectives are directly related to our business strategy. In 2015, our primary business goals included maintaining top-tier financial and operational performance; reducing our non-fuel costs; controlling our fuel expense; increasing profitable revenue; and earning and maintaining customer loyalty.

To achieve these goals, the P&C Committee continued the executive compensation philosophy and objectives from the previous year, concluding this approach remained important to deliver value to stockholders, customers and employees. Our principal objectives are to promote a pay for performance culture which:

Places a substantial majority of total compensation at risk and utilizes stretch performance measures that provide incentives to deliver value to our stockholders. As discussed below, the payout opportunities for executive officers under our annual and long-term incentive plans depend on Delta's financial, operational and customer service performance as well as the price of our common stock.

Closely aligns the interests of management with frontline employees by using many of the same performance measures in both our executive and broad-based compensation programs. Consistent with this objective, the goals that drive payouts to frontline employees under our broad-based Profit Sharing and Shared Rewards Programs are some of the metrics included in our annual incentive plan.

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Provides compensation opportunities that assist in motivating and retaining existing talent and attracting new talent to Delta when needed.

Say on Pay Voting Results

At our 2015 annual meeting, we asked stockholders for a non-binding advisory vote to approve the 2014 compensation of our named executive officers as disclosed in the prior year’s proxy statement, which we referred to as a say on pay advisory vote.

Similar to previous years, the holders of approximately 98% of the shares represented and entitled to vote at the 2015 annual meeting voted for approval of the compensation of our named executive officers. We believe our stockholders continue to confirm our executive compensation philosophy, policies and programs. The P&C Committee took these results into account by continuing to emphasize our pay for performance philosophy by utilizing stretch performance measures that provide incentives to deliver value to our stockholders.

Administration of the Executive Compensation Program

The following table summarizes the roles and responsibilities of the key participants related to the executive compensation program.

Key Participants	Role and Responsibilities
<i>P&C Committee</i>	The P&C Committee oversees the development of, reviews and approves the executive compensation program. In this role, the P&C Committee:
	Approves Delta’s executive compensation philosophy and objectives
	Ensures that Delta’s executive compensation program is designed to link pay with Company performance
	Approves the peer group used to assess the executive compensation program
	Determines the design and terms of the annual and long-term incentive compensation plans
	Establishes the compensation of the CEO and other executive officers
	Performs an annual evaluation of the CEO
	Reviews and advises the Board of Directors regarding management succession planning

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Operates under a written charter that requires the P&C Committee to consist of three or more directors. Each member must:

be independent under NYSE listing standards and Delta's independence standards

qualify as a non-employee director under SEC rules

be an outside director under Section 162(m) of the Internal Revenue Code

Retains, terminates and approves the fees of an executive compensation consultant and conducts independence assessments of all executive compensation advisors

Meets regularly in executive session without management

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Key Participants	Role and Responsibilities
<i>Compensation Consultant</i>	<p>In 2015, after considering the six factors provided under the NYSE listing standards and Item 407(e)(3)(iii) of SEC Regulation S-K, the P&C Committee retained Meridian Compensation Partners, LLC (Meridian) as its executive compensation consultant for the third consecutive year. In this role, Meridian:</p> <p>Provides advice regarding:</p> <ul style="list-style-type: none"> Delta s executive compensation strategy and programs the compensation of the CEO and other executive officers the selection of the peer group used to assess the executive compensation program general compensation program design the impact of regulatory, tax, and legislative changes on Delta s executive compensation program executive compensation trends and best practices the compensation practices of competitors <p>Conducts risk assessments with respect to the executive compensation program</p> <p>Meets regularly with the P&C Committee in executive session without management</p> <p>Provides no other services to Delta</p>

May work directly with management on behalf of the P&C Committee but this work is always under the control and supervision of the P&C Committee

The P&C Committee considered Meridian's advice when determining executive compensation plan design and award levels in 2015.

Management

Under the supervision of the P&C Committee, Delta's human resources department is responsible for the ongoing administration of the executive compensation program.

The Executive Vice President & Chief Human Resources Officer and her staff serve the P&C Committee and, in cooperation with the compensation consultant, prepare proposed compensation programs and policies for review by the P&C Committee at the request of the P&C Committee and the CEO

The following individuals also are involved in the administration of our executive compensation program:

The CEO makes recommendations to the P&C Committee regarding the compensation of executive officers other than himself

The Chief Financial Officer and his staff evaluate the financial implications of executive compensation proposals and financial performance measures in incentive compensation arrangements

The Chief Legal Officer and his staff evaluate the legal implications of executive compensation proposals and prepare plan and program documents

The Vice President - Corporate Audit and Enterprise Risk Management confirms the proposed payouts to executive officers under our annual and long-term incentive plans are calculated correctly and comply with the terms of the applicable performance-based plan

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Compensation Decision Factors

The P&C Committee considers a number of factors, including competitive market data, internal equity, role and responsibilities, business and industry conditions, management succession planning and individual experience and performance in determining executive compensation. When making compensation decisions, the P&C Committee also reviews compensation tally sheets prepared by the compensation consultant. The tally sheets detail the total compensation and benefits for each executive officer, including the compensation and benefits the officer would receive under hypothetical termination of employment scenarios.

Comparative Market Data; Peer Group

In 2011, the P&C Committee modified the peer group it uses for executive compensation purposes to reflect Delta's increased size, complexity, global presence and business. This custom peer group consists of three major U.S. airlines and eighteen other companies with revenue and other business characteristics similar to Delta in the hotel/leisure, transportation/distribution, machinery/aerospace/defense, and retail industries. The industries selected have aspects of operations that are similar to Delta. In expanding the peer group beyond the airline industry, the P&C Committee had considered the ongoing merger activity in the industry and recognized that the number of comparably-sized airlines is too small to provide stable and reliable market data for executive compensation purposes. In addition, Delta competes for management talent with companies both inside and outside the airline industry, and the other major airlines use broader industry peer groups to assess their executive compensation programs. The P&C Committee continued to be satisfied with the composition of the custom peer group and made no changes to it in 2015.

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The companies in the custom peer group are:

Company Name	Revenue ⁽¹⁾ (\$)	Market Capitalization ⁽²⁾ (\$)	International Operations as Percentage of Revenue ⁽³⁾ (%)
Airlines			
American Airlines Group Inc.	40,990	26,694	33
Southwest Airlines Co.	19,648	28,004	1
United Continental Holdings, Inc.	37,864	21,362	43
Hotel/Leisure			
Carnival Corporation	15,714	32,149	49
Marriott International, Inc.	14,339	17,218	16
Transportation/Distribution			
The Coca-Cola Company	44,294	186,832	57
FedEx Corporation	48,562	41,064	28
Norfolk Southern Corporation	10,511	25,256	N/A
PepsiCo, Inc.	64,419	145,569	49
Sysco Corporation	48,865	23,145	11
Union Pacific Corporation	21,813	66,792	10
United Parcel Service, Inc.	58,363	66,990	25
Machinery/Aerospace/Defense			
The Boeing Company	96,114	96,873	58
Honeywell International Inc.	38,581	79,820	41
L-3 Communications Corporation	11,194	9,368	24
Textron Inc.	13,423	11,497	37
United Technologies Corporation	56,098	85,216	42
Retail			
Best Buy Co., Inc.	40,114	10,436	11
The Home Depot, Inc.	86,701	167,677	10
Lowe's Companies, Inc.	58,379	69,585	N/A
Target Corporation	73,910	44,732	N/A
75th Percentile	58,363	79,820	42
Median	40,990	41,064	30
25th Percentile	19,648	23,145	13
Delta Air Lines	40,704	39,866	31

Source: Standard & Poors Research Insight®

(1) Last 12 months from most recent quarter ended on or before December 31, 2015. In millions.

(2) As of December 31, 2015. In millions.

(3) As of the most recent fiscal year end. N/A indicates either data was not available or no significant foreign revenues were reported.

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We believe peer group data should be used as a point of reference, not as the sole factor in our executive officers' compensation. In general, the P&C Committee's objective is to bring target total direct compensation opportunities to be competitive with the custom peer group, with individual variation based on the individual's role within Delta, performance and experience. Delta does not have a specific compensation target for each element of compensation, but historically has emphasized long-term incentive opportunities over base salaries, which are a fixed cost.

When compared to these businesses, Delta's total compensation opportunities in 2015 for the named executive officers group in aggregate are competitive with our custom peer group, and take into consideration the executives' tenure, criticality of their roles to Delta's success, company performance, succession planning and retention. As stated above, the P&C Committee uses this data as a point of reference, not as the determining factor in setting compensation.

Elements of Compensation

Compensation elements for our executive officers include:

Component	Objective	Characteristics
Base Salary	Provides a fixed amount of cash compensation for performing day-to-day functions based on level of responsibility, experience and individual performance	Most companies target base salary at market median; however, the base salaries of our executive officers are below the median of base salaries of those in our peer group
Annual Incentive Plan	<p>Rewards short-term financial, operational and revenue performance</p> <p>Aligns with the broad-based Profit Sharing and Shared Rewards Programs in which our employees participate</p>	<p>There is no set schedule for base salary increases. Base salary increases are periodically provided based on competitive concerns or in connection with an increase in responsibilities</p> <p>Annual incentive awards for our executive officers are based on objective, pre-established performance criteria that aligns with corporate business strategy</p> <p>Award targets are set as a percentage of base salaries</p> <p>Award payment amounts will be limited if no profit sharing is paid to Delta employees; plus any amounts payable to executive officers will be paid in restricted stock (rather than in cash) with restrictions that do not lapse until a profit sharing payment is made (with certain exceptions)</p>

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<i>Long-Term Incentive Plan</i>	<p>Rewards long-term Company performance based on internal performance goals and those relative to airline peers</p> <p>Aligns with interests of stockholders</p> <p>Facilitates executive officer stock ownership</p> <p>Encourages retention of our management employees</p>	<p>Except for the CEO and President, awards are provided through equal portions of performance awards and restricted stock</p> <p>Performance awards are earned based on achievement of objective, pre-established performance measures, including average annual operating income margin, customer service and return on invested capital over a three-year performance period payable to executive officers in stock</p> <p>Restricted stock is subject to a three-year vesting period</p> <p>In addition to performance awards and restricted stock, awards to the CEO and President also include performance stock options which vest over a three-year period upon the achievement of performance measures linked to employees receiving a payout under the Profit Sharing Program</p>
<i>Benefits</i>	<p>Attracts and retains highly qualified executives with competitive benefit plans</p>	<p>Participation in health, welfare and retirement benefit plans on the same terms as all Delta employees, except basic life insurance, which coverage was eliminated for all officers in July 2015</p> <p>No company-provided company cars, personal club memberships, private jet travel for personal use, executive life insurance (eliminated in July 2015), financial planning (eliminated in 2016) or home security protection (eliminated in 2016)</p>

As shown previously in the compensation mix charts on page 26, at-risk compensation is the largest portion of the total compensation opportunity for the CEO and the other named executive officers. The P&C Committee believes this is the appropriate approach for aligning the interests of our named executive officers and stockholders.

Base Salary. The base salaries of our executive officers remain below the median of similarly-situated executives at companies in our custom peer group as described above. In recognition of this and the accomplishments of our executive officers, the P&C Committee, based on the CEO's recommendations for executive officers other than himself and input from the compensation consultant, approved increased base salaries for executive officers, effective February 2015, as follows: Mr. Hauenstein \$565,000; Mr. Jacobson \$525,000; and Mr. West \$540,000. Even with these increases, the base salaries of our executive officers remain below the median of the custom peer group.

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Annual Incentives. The 2015 Management Incentive Plan (the "2015 MIP") links pay and performance by providing approximately 2,600 management employees with a compensation opportunity based on Delta's achieving key business plan goals in 2015 (which includes the same goals for the CEO, executive officers and substantially all management employees). It also aligns the interests of Delta management and employees because the goals that drive payouts under Delta's broad-based Profit Sharing and Shared Rewards Programs are some of the metrics included in the 2015 MIP.

The 2015 MIP annual incentive opportunity for executive officers is based on Delta's performance in the following areas, which remain unchanged from 2014 and these measures are different than the long-term incentive program measures described on page 37:

Performance Category	Weighting	Performance Measure	Performance Measure Objectives	Characteristics
Financial	50%	Delta's 2015 pre-tax income* based on 2015 business plan targets approved by the Board of Directors as part of the Annual Operating Plan	Measures Delta's profitability	Same measure used in the Profit Sharing Program for Delta employees
			Aligns executive incentives with Profit Sharing Program	No payment may be made for this performance metric unless there is a payout for 2015 under the Profit Sharing Program
Operational	25%	Number of monthly goals met under Shared Rewards Program (75% weighting)	Supports strategic focus on operational performance and therefore customer experience	Same measure used in the Shared Rewards Program for Delta employees
		Number of monthly goals met by Delta Connection Carriers (25% weighting)	Aligns executive incentives with Shared Rewards Program	Measures operational performance against internal goals and DOT rankings among other airlines
Revenue	25%	Achievement of Total Revenue per Available Seat Mile (TRASM) goals year-over-year relative to an Industry Group average TRASM for the same period	Supports strategic focus on profitable growth in revenue	Reflects capacity discipline and successful implementation of 2015 revenue growth initiatives, including growth of Delta's ancillary businesses
				Payment of this revenue performance measure will not be less than target level if the financial performance measure equals or exceeds the maximum level

* Pre-tax income as defined in Delta's broad-based Profit Sharing Program, means Delta's annual consolidated pre-tax income calculated in accordance with GAAP and as reported in Delta's SEC filings, but excluding (a) asset write downs related to long-term assets; (b) gains or losses with respect to employee equity securities; (c) gains or losses with respect to extraordinary, one-time or non-recurring events; and (d) expense accrued with respect to the broad-based employee Profit Sharing Program and the 2015 MIP.

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For purposes of the 2015 MIP, the Industry Group consists of: Alaska Airlines, American Airlines, JetBlue Airlines, Southwest Airlines and United Airlines.

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To ensure that executive officers are aligned with our employees, the executive officers' 2015 MIP awards are subject to the following conditions if there is no Profit Sharing Program payout to employees for 2015:

The actual MIP award, if any, is capped at the target award opportunity, even if Delta's performance for operational and revenue meets or exceeds the maximum level.

Any awards earned by executive officers under the 2015 MIP are made in restricted stock (MIP Restricted Stock). The MIP Restricted Stock will vest when (1) there is a payout under the Profit Sharing Program or (2) the executive officer's employment is terminated by Delta without cause, or due to the officer's death or disability. If the executive officer voluntarily resigns or retires, the MIP Restricted Stock will vest when there is a payout under the Profit Sharing Program, as if the officer's employment continued. The MIP Restricted Stock will be forfeited if, prior to vesting, the executive officer's employment is terminated by Delta for cause. Since there was a payout under the Profit Sharing Program for 2015, the executive officers received their 2015 MIP award in cash.

The following chart shows the performance measures for executive officers under the 2015 MIP and the actual performance for each measure in 2015.

Performance Measure	Performance Measure Weighting	Performance Levels			2015 Actual Performance	Percentage of Target Earned*
		Threshold (50% of Target Payout)	Target (100% of Target Payout)	Maximum (200% of Target Payout)		
Financial						
2015 Pre-tax income	50%	\$5,089 million	\$6,649 million	\$7,360 million	\$7,633 million	100%
Operational						
Number of monthly goals met under Shared Rewards Program	75%	16 Shared Rewards goals achieved	21 Shared Rewards goals achieved	26 or more Shared Rewards goals achieved	34 Shared Rewards goals achieved	37.5%
Number of monthly goals met by Delta Connection Carriers	25%	9 Delta Connection goals achieved	14 Delta Connection goals achieved	19 or more Delta Connection goals achieved	24 Delta Connection goals achieved	12.5%
Revenue						
Improvement of TRASM year-over-year relative to Industry Group average TRASM for the same period	25%	108.6%	109.1%	109.6%	110.9%	50%
* This column reflects the percentage of target earned after application of the performance measure weightings.					Total Percentage of Target Award Earned	200%

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The target award opportunities under the 2015 MIP are expressed as a percentage of the participant's base salary. The P&C Committee determined the target award opportunities taking into consideration the custom peer group comparison, the CEO's recommendations for executive officers other than himself and input from the compensation consultant. The P&C Committee maintained the 2014 target award opportunities (as shown in the table below) for each of the named executive officers. The target cash compensation opportunities for our named executive officers remain below the custom peer group median.

Payments under the 2015 MIP could have ranged from zero to 200% of the target award opportunity depending on the performance achieved. The P&C Committee sets performance targets at threshold, target and maximum levels for each performance measure, with (1) no payment for performance below the threshold level and (2) a potential payment of 50% of target for threshold performance, 100% of target for target performance and 200% of target for maximum performance.

Summarized in the table below are the 2015 MIP awards earned by each named executive officer:

Named Executive Officer	Base Salary	Target Award (as % of base salary)	Target Award (in dollars)	Percentage of Target Award Earned	Total 2015 MIP Award
Mr. Anderson	\$ 800,000	200%	\$ 1,600,000	200%	\$ 3,200,000
Mr. Bastian	\$ 625,000	175%	\$ 1,093,750	200%	\$ 2,187,500
Mr. Hauenstein	\$ 565,000	150%	\$ 847,500	200%	\$ 1,695,000
Mr. Jacobson	\$ 525,000	150%	\$ 787,500	200%	\$ 1,575,000
Mr. West	\$ 540,000	150%	\$ 810,000	200%	\$ 1,620,000

Because Delta was profitable in 2015, there was a \$1.5 billion payout under the Profit Sharing Program to approximately 80,000 employees. Accordingly, payments earned by our named executive officers under the 2015 MIP were made in cash.

Long-Term Incentives.

2015 Long-Term Incentive Program. Beginning with awards made in 2013, the P&C Committee increased the length of the performance and vesting periods of our long-term incentive program from two years to three years to further align the interests of management and stockholders over a longer period.

The 2015 Long-Term Incentive Program (2015 LTIP) links pay and performance by providing approximately 375 management employees with a compensation opportunity that aligns the interest of management and stockholders, with a large portion contingent upon Delta's financial, customer service and stock performance over a three-year period. The performance measures and goals are the same for the CEO, executive officers and all other participants in this plan, but are different than the performance measures under the 2015 MIP.

Under the 2015 LTIP, Mr. Anderson and Mr. Bastian received an award opportunity consisting of 33 1/3% restricted stock, 33 1/3% performance awards and 33 1/3% performance stock options, and our other executive officers received an award opportunity consisting of 50% performance awards and 50% restricted stock. These allocations were selected to balance the incentive opportunity between Delta's financial performance relative to other airlines, internal Company performance and its stock price performance. The inclusion of performance-based stock options for the CEO and President was intended to further enhance the alignment of their compensation opportunities with stockholders. This mix and the other terms of the 2015 LTIP are intended to balance the performance and retention incentives with the high volatility of airline stocks.

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Performance awards are a dollar-denominated long-term incentive opportunity payable in common stock to executive officers and in cash to other participants. The payout, if any, of the performance award is based on the following three measures over the three-year period ending December 31, 2017:

Performance Measure	Weighting	Measurement
Average Annual Operating Income Margin	50%	Delta relative to composite performance of an Industry Group*
Customer Service Performance (Net Promoter Score) Domestic	15%	Delta's absolute performance
Customer Service Performance (Net Promoter Score) International	10%	Delta's absolute performance
Return on Invested Capital (ROIC)	25%	Delta's absolute performance

* For purposes of the 2015 LTIP, the Industry Group consists of: Alaska Airlines, American Airlines, JetBlue Airlines, Southwest Airlines and United Airlines.

The P&C Committee retained these performance measures from 2014 because superior rankings in these areas should, over time, produce positive stockholder returns.

The following chart shows the range of potential payments of the performance awards based on the 2015 LTIP's three performance measures. The potential payments may range from zero to 200% of the target award.

Performance Level	Percentage of Target Earned	Average Annual Operating Income Margin	Performance Measures		Return on Invested Capital
			Customer Service Performance (Net Promoter Score) Domestic	Customer Service Performance (Net Promoter Score) International	
Maximum	200%	20.0% above Composite Performance of Industry Group	+4.2 percentage points or higher	+7.5 percentage points or higher	16.0% or Higher
Target	100%	Composite Performance of Industry Group	+2.5 percentage points	+3.5 percentage points	14.0%
Threshold	50%	20.0% below Composite Performance of Industry Group*	+0 percentage points	+2.0 percentage points	12.0%

* Beginning in 2016, this performance measure must equal at least Composite Performance of Industry Group to achieve the Threshold performance level.

Restricted stock is common stock that may not be sold or otherwise transferred for a period of time, and is subject to forfeiture in certain circumstances. The 2015 LTIP generally provides that restricted stock will vest (which means the shares may then be sold) in three equal installments on February 1, 2016, February 1, 2017 and February 1, 2018. Restricted stock is eligible for dividends, but such dividends will not become payable until such time as the restrictions lapse. The value of a participant's restricted stock award will depend on the price of Delta common stock when the award vests.

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A performance stock option is the right to purchase our common stock at a certain price per share during a designated period, but only if certain performance measures are achieved. The 2015 LTIP generally provides that the performance stock options will become exercisable on the vesting dates described in the chart below, subject to the achievement of the following performance measures:

Performance Measure	Vesting Dates	
Employees receive a payout under the Profit Sharing Program for 2015	$\frac{1}{3}$ of performance stock option award	February 1, 2016
	$\frac{1}{3}$ of performance stock option award	February 1, 2017
	$\frac{1}{3}$ of performance stock option award	February 1, 2018
If there is no Profit Sharing Program payout for 2015, but employees receive a payout under the Profit Sharing Program for 2016	$\frac{2}{3}$ of performance stock option award	February 1, 2017
	$\frac{1}{3}$ of performance stock option award	February 1, 2018
Employees receive no Profit Sharing Program payout for either 2015 or 2016	The entire performance stock option award will be forfeited (regardless of whether employees receive a payout under the Profit Sharing Program for 2017)	

These performance stock options have an exercise price of \$46.14, which is equal to the closing price of our common stock on the grant date and will expire on February 4, 2025.

Because employees received a payout under the Profit Sharing Program for 2015, one-third of Mr. Anderson's and Mr. Bastian's performance stock options vested and became exercisable on February 2, 2016 (the date on which the P&C Committee certified the performance measure was satisfied), and the remaining two-thirds will vest in equal installments on each of February 1, 2017 and February 1, 2018, subject to forfeiture in certain circumstances.

The 2015 LTIP target awards are the largest component of each executive officer's compensation opportunity, reflecting the P&C Committee's focus on longer-term compensation, Delta's financial results relative to peer airlines, return on invested capital and customer service performance, as well as on Delta's common stock price performance. The P&C Committee determined the target award opportunities so the participant's total direct compensation opportunity is competitive with our custom peer group.

For additional information about the vesting and possible forfeiture of the 2015 LTIP awards, see "Post Employment Compensation - Other Benefits - The 2015 Long-Term Incentive Program" in this proxy statement.

The 2013 Long-Term Incentive Program Payouts. In 2013, the P&C Committee granted executive officers performance awards under the 2013 Long-Term Incentive Program (the "2013 LTIP"). Delta reported these award opportunities in its proxy statement for the applicable year.

The performance awards were denominated in cash but paid in shares of common stock to executive officers. The payout of these award opportunities is based on the average annual operating income margin relative to the composite performance of an industry peer group and Delta's customer service performance and return on invested capital over the three-year performance period ending December 31, 2015. The potential payout ranged from zero to 200% of the target award.

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Summarized in the chart below are the performance results certified by the P&C Committee for the performance awards under the 2013 LTIP and the resulting percentage of target award opportunity earned:

Performance Measure	Performance Measure Weighting	Performance Levels			Actual Performance for	
		Threshold (50% of Target Payout)	Target (100% of Target Payout)	Maximum (200% of Target Payout)	Performance Period ending December 31, 2015	Percentage of Target Earned*
<i>Average Annual</i>			12.6%			
<i>Operating Income Margin</i>	50%	8.5%	(Composite Performance of Industry Group)	16.8%	15.6%	84.8%
<i>Customer Service Performance (Net Promoter Score)</i>						
Domestic	15%	+0 percentage points	+2 percentage points	+4.5 percentage points or higher	+7 percentage points	30%
International	10%	+2 percentage points	+3.5 percentage points	+7 percentage points or higher	+13.9 percentage points	20%
<i>Return on Invested Capital</i>	12.5%	8.0%	10.0%	12.0% or higher	15.1% for 2013	16.7%
	12.5%	8.0%	10.0%	12.0% or higher	20.8% for 2014	16.7%
	12.5%	8.0%	10.0%	12.0% or higher	24.3% for 2015	16.6%

* This column reflects the percentage of target earned after application of the performance measure weightings.

Return on Invested Capital performance was measured independently each calendar year during the three-year performance period. (Beginning in 2016, this performance measure will be measured over the entire three-year performance period rather than independently each calendar year.)

Benefits. The named executive officers receive the same health and welfare benefits provided to all Delta employees, except for basic life insurance, which all other employees receive, but was eliminated for all officers in July 2015. In addition, Delta requires officers to regularly complete a comprehensive physical examination. Delta pays the cost of this examination, which is limited to a prescribed set of preventive procedures based on the person's age and gender. Every full-time Delta employee is eligible for a free physical under the company's health plans. Mr. Anderson is eligible to receive certain medical benefits under a 2001 agreement with his former employer, Northwest Airlines, but Mr. Anderson has voluntarily waived these benefits while employed by Delta. For additional information regarding the 2001 agreement, see Post-Employment Compensation Other Benefits Pre-existing Medical Benefits Agreement with Northwest in this proxy statement.

In addition to the company-provided basic life insurance coverage, certain other benefits and perquisites were eliminated for all officers during 2015 and 2016. These include company-provided supplemental life insurance coverage, which was eliminated in July 2015, and financial planning and home security protection, which were eliminated in January 2016. The named executive officers continue to be eligible for flight benefits (for the executive officer, immediate family members and other designees and, in certain circumstances, the executive officer's surviving spouse or domestic partner). Delta provides certain flight benefits to all employees and eligible retirees and survivors. These benefits are a low-cost, highly valued tool for attracting and retaining talent, and are consistent with industry practice. The perquisites received by named executive officers represent a small part of the overall compensation for executives and are offered to provide competitive compensation. See the Summary Compensation Table and the related footnotes for information regarding benefits received in 2015 by the named executive officers.

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We do not provide any supplemental executive retirement plans (officers participate in the same on-going retirement plans as our frontline employees), deferred compensation plans, personal club memberships, company cars or private jet travel for personal use for any named executive officer.

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Risk Assessment

The P&C Committee requested Meridian conduct a risk assessment of Delta’s executive compensation program. Based on this review, Meridian determined that Delta’s executive compensation program does not incent unnecessary risk taking, and the P&C Committee and Delta management agree with this assessment. In this regard, the P&C Committee notes the executive compensation program includes:

- a compensation clawback policy for officers;
- stock ownership and retention guidelines for executive officers;
- incentive compensation capped at specified levels;
- an emphasis on longer-term compensation;
- use of multiple performance measures, both annual and long-term; and
- an anti-hedging and anti-pledging policy for all employees.

These features are designed to align executives with preserving and enhancing stockholder value. The clawback policy, the stock ownership guidelines and anti-hedging and anti-pledging policy are discussed below.

Executive Compensation Policies

The P&C Committee monitors the continuing dialogue among corporate governance experts, securities regulators and related parties regarding best practices for executive compensation. Over the last few years, the P&C Committee has refined the corporate governance features of the executive compensation program to better align the program with stockholder interests and incent responsible behavior by adopting a compensation clawback policy for officers, stock ownership guidelines for executive officers, an equity award grant policy and a supplemental equity compensation plan policy to reflect current best practices. Additionally, Delta’s compliance program under the federal securities laws prohibits all employees from engaging in securities hedging and pledging transactions. A brief discussion of these policies follows.

Clawback Policy. The compensation clawback policy holds officers accountable should any of them ever engage in wrongful conduct. Under this policy, if the P&C Committee determines an officer has engaged in fraud or misconduct that requires a restatement of Delta’s financial statements, the P&C Committee may recover all incentive compensation awarded to or earned by the officer for fiscal periods materially affected by the restatement. For these purposes, incentive compensation includes annual and long-term incentive awards and all forms of equity compensation.

Stock Ownership Guidelines. Delta’s stock ownership guidelines strengthen the alignment between executive officers and stockholders. Under these guidelines, which were significantly enhanced in 2013, the current executive officers are required to own the shares of Delta common stock equal or greater to:

	Shares Equal to a Multiple of Base Salary	OR	Shares
CEO	8x		400,000
President	6x		200,000

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Executive Vice Presidents

4x

150,000

In addition, each executive officer must hold at least 50% of all net shares received through restricted stock vesting or realized through stock option exercises until the stock ownership guidelines applicable to the executive officer are achieved. For these purposes, net shares means all shares retained after applicable withholding of any shares for tax purposes, and stock ownership includes restricted stock; restricted stock units; shares owned directly or by a spouse or dependent children of the executive officer; shares owned in trust by or for the executive officer, the executive officer's spouse or immediate family member residing in the same household; and shares owned by an entity wholly-owned by the executive officer or immediate family members residing in the same household. It does not include shares an executive officer has the right to acquire through the exercise of stock options. The stock ownership of our executive

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officers is measured based on the three-month average of the closing price of Delta common stock on the NYSE. As of December 31, 2015, all of our executive officers exceeded their required stock ownership level.

Equity Award Grant Policy. Delta's equity award grant policy provides objective, standardized criteria for the timing, practices and procedures used in granting equity awards. Under this policy, the P&C Committee will consider approval of annual equity awards for management employees in the first quarter of the calendar year. Once approved, the grant date of these awards will be the later of (1) the date the P&C Committee approves the awards and (2) the third business day following the date on which Delta publicly announces its financial results for the most recently completed fiscal year. Equity awards for new hires, promotions or other off-cycle grants may be approved as appropriate and, once approved, these awards will be made on the later of (1) the date on which the grant is approved and (2) the third business day following the date on which Delta publicly announces its quarterly or annual financial results if this date is in the same month as the grant.

Supplemental Equity Compensation Plan Policy. The P&C Committee adopted this policy to supplement the Delta 2007 Performance Compensation Plan (the "Performance Compensation Plan"). The policy reaffirms the prohibition against the repricing of stock options and stock appreciation rights under the Performance Compensation Plan without stockholder approval, except in connection with certain corporate events; and clarifies that this repricing prohibition includes cash buyouts. In addition, the policy provides that all performance-based awards granted under the plan must be subject to a one-year minimum vesting period, with certain limited exceptions.

The elements of this policy have been incorporated into the amended and restated Performance Compensation Plan, which plan is being submitted for stockholder approval at the 2016 annual meeting. See "Proposal 3 Approval of Amendment and Restatement of Performance Compensation Plan" for more information.

Anti-Hedging and Anti-Pledging Policy. As part of an update to its insider trading policy in 2012, Delta expanded and clarified prohibitions related to transactions in short-term or highly leveraged transactions. Under the updated policy, Delta prohibits employees from engaging in transactions in Delta securities involving publicly traded options, short sales and hedging transactions because they may create the appearance of unlawful insider trading and, in certain circumstances, present a conflict of interest. In addition, Delta expanded its insider trading policy to prohibit employees from holding Delta securities in a margin account or otherwise pledging Delta securities as collateral for a loan.

Compensation for Mr. Anderson

The P&C Committee determines the compensation of Mr. Anderson consistent with the approach used for our other executive officers. In accordance with our executive compensation philosophy and to further align the interests of Mr. Anderson and our stockholders, the vast majority of Mr. Anderson's compensation opportunity is at risk and dependent on Company and stock price performance.

No change was made in 2015 to Mr. Anderson's base salary, annual incentive target or his long-term incentive plan target. As noted in last year's proxy statement, Mr. Anderson received the remaining half of the one-time Transition Award Program award, consisting of 50% performance awards and 50% restricted stock in 2014. Consequently, the compensation displayed in the Summary Compensation Table reflects a decrease of \$1.91 million in long-term incentive compensation opportunities from 2014.

See the Summary Compensation Table and the related footnotes in this proxy statement for additional information about Mr. Anderson's compensation. The amounts reported in the columns for Stock Awards include the 2015 LTIP and represent the aggregate fair value of the awards computed in accordance with FASB ASC Topic 718 on the applicable grant date. The amounts do not reflect the risk there will be no payout of the performance awards or, in the case of performance stock options, there is no vesting, because the performance conditions are not met.

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The P&C Committee designed Mr. Anderson's compensation arrangements to provide incentive for him to focus on long-term improvements in Company performance that will lead to greater stockholder value. For example, the following chart illustrates that a substantial percentage of Mr. Anderson's total compensation is concentrated in equity-based award opportunities.

Taken in total with the other elements of Delta's executive compensation program, the P&C Committee believes the right balance is struck between annual operating performance and long-term investments in the Company's operations.

Post-Employment Compensation

Our executive officers do not have employment contracts, supplemental executive retirement plans, deferred compensation plans or change in control agreements. They are eligible to receive certain benefits in the event of specified terminations of employment, including as a consequence of a change in control. The P&C Committee believes these provisions strengthen the alignment of the executives' compensation with future company performance.

The severance benefits and the forfeiture provisions under our long-term incentive plans for our named executive officers are described in [Post-Employment Compensation – Potential Post-Employment Benefits upon Termination or Change in Control](#) in this proxy statement.

Tax and Accounting Impact and Policy

The financial and tax consequences to Delta of the elements of the executive compensation program are important considerations for the P&C Committee when analyzing the overall design and mix of compensation. The P&C Committee seeks to balance an effective compensation program with an appropriate impact on reported earnings and other financial measures.

In making compensation decisions, the P&C Committee considers that Internal Revenue Code Section 162(m) limits deductions for certain compensation to any covered executive to \$1 million per year. Under Section 162(m), compensation may be excluded from the \$1 million limit if required conditions are met. The 2015 MIP and the performance awards under the 2015 LTIP meet the conditions for exclusion. From time to time, in order to ensure competitive levels of compensation for our executive officers, the P&C Committee may approve compensation, including base salary and benefits that are not deductible under Section 162(m).

Equity awards granted under our executive compensation program are expensed in accordance with Statement of Financial Accounting Standards Codification Topic 718, Stock Compensation.

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Compensation Committee Report

The P&C Committee has reviewed and discussed with Delta management the Compensation Discussion and Analysis and, based on such review and discussion, the P&C Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

THE PERSONNEL & COMPENSATION COMMITTEE

Daniel A. Carp, *Chairman*

John S. Brinzo

Shirley C. Franklin

David R. Goode

George N. Mattson

Sergio A. L. Rial

Kenneth B. Woodrow

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The table below contains information about the compensation of the following executive officers during 2015: (1) Mr. Anderson, Delta's principal executive officer; (2) Mr. Jacobson, Delta's principal financial officer; and (3) Mr. Bastian, Mr. Hauenstein and Mr. West, who were Delta's three other most highly compensated executive officers on December 31, 2015.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)(2)(3)	Option Awards (\$)(1)(4)	Non- Equity Incentive Plan Compensation (\$)(5)	Change in Pension Value and Nonqualified Deferred	All Other Compensation (\$)(7)	Total (\$)(8)
							Compensation Earnings (\$)(6)		
Richard H. Anderson <i>Chief Executive Officer</i>	2015	800,000	0	7,667,106	3,833,544	3,200,001	0	341,799	15,842,450
	2014	790,625	0	9,576,901	3,833,459	3,090,001	0	298,881	17,589,867
	2013	725,000	0	8,910,176	2,000,000	2,446,876	0	293,850	14,375,902
Edward H. Bastian <i>President</i>	2015	625,000	0	4,000,169	2,000,195	2,187,500	0	233,710	9,046,574
	2014	618,750	0	4,000,128	2,000,013	2,112,305	67,075	211,059	9,009,330
	2013	575,000	0	5,340,193	1,000,000	1,698,047	0	231,966	8,845,206
Glen W. Hauenstein <i>Executive Vice President & Chief Revenue Officer</i>	2015	565,000	0	4,750,287	0	1,695,000	0	192,276	7,202,563
	2014	523,750	0	3,500,227	0	1,520,859	0	166,933	5,711,769
	2013	487,292	0	3,340,264	0	1,139,942	0	156,018	5,123,516
Paul A. Jacobson <i>Executive Vice President & Chief Financial Officer</i>	2015	525,000	0	3,550,006	0	1,575,000	0	177,506	5,827,512
	2014	496,875	0	2,550,139	0	1,448,438	30,186	139,487	4,665,125
W. Gil West (9) <i>Executive Vice President & Chief Operating Officer</i>	2015	540,000	0	3,750,130	0	1,620,000	0	162,605	6,072,735
	2014	496,875	0	2,550,139	0	1,448,438	0	128,264	4,623,716
	2013	467,708	0	2,820,065	0	1,001,953	0	118,781	4,408,507

(1) The amounts in the Stock Awards and Option Awards columns do not represent amounts the named executive officers received or are entitled to receive. Rather, the reported amounts represent the aggregate fair value of awards computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Stock Compensation (FASB ASC Topic 718), on the applicable grant date or, if earlier, the service inception date. The reported amounts do not reflect the risk the stock awards may be forfeited in certain circumstances; for awards subject to performance conditions, the risk there is no payout; or in the case of performance stock options, that there is no vesting because the performance conditions are not met. The fair value of restricted stock awards is based on the closing price of Delta common stock on the grant date.

The reported amounts for 2015, 2014 and 2013 in the Stock Awards column reflect award opportunities under Delta's long-term incentive plans. Because Mr. Anderson only received fifty percent of his One Time Transition Award Program (One Time TAP) award value in 2013, \$1.9 million of the reported amounts for the 2014 LTIP in the Stock Awards column include the remaining value of his One Time TAP award. For additional information, see footnotes 2 and 3 below.

(2) The 2015 Long-Term Incentive Program (2015 LTIP) links pay and performance and aligns the interests of Delta management and stockholders. As discussed in Compensation Discussion and Analysis Elements of Compensation, the long-term incentive opportunity for executive officers under these programs consists of performance awards and restricted stock, and with respect to Mr. Anderson and Mr. Bastian, performance stock options.

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The performance awards under the 2015 LTIP are denominated in dollars. The payouts, if any, earned by a named executive officer will be made in stock based on Delta's average annual operating income margin relative to other airlines, on Delta's return on invested capital and Delta's customer service performance based on the percentage point improvement in Delta's net promoter scores.

The restricted stock granted under the 2015 LTIP vests in equal installments on February 1, 2016, 2017 and 2018. All restricted stock is subject to forfeiture in certain circumstances.

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The reported amounts for 2015 in the **Stock Awards** column include the fair value of the performance awards and restricted stock under the 2015 LTIP, computed in accordance with FASB ASC Topic 718 on February 5, 2015, the date the 2015 LTIP awards became effective.

See footnote 4 below for additional information regarding the performance stock options.

- (3) For awards in the **Stock Awards** column that are subject to performance conditions, the fair value is computed in accordance with FASB ASC Topic 718 based on the probable outcome of the performance condition as of the applicable grant date or, if earlier, the service inception date. For these purposes, the fair value of the performance awards under the 2015 LTIP is computed based on performance at the target level.

If the performance awards were assumed to pay out at the maximum level, the aggregate fair value of such awards, which does not include the restricted stock component of the 2015 LTIP, for the named executive officers would be as follows:

Name	2015(\$)	2014(\$)	2013(\$)
Richard H. Anderson	7,666,666	9,576,666	8,910,000
Edward H. Bastian	4,000,000	4,000,000	5,340,000
Glen W. Hauenstein	4,750,000	3,500,000	3,340,000
Paul A. Jacobson	3,550,000	2,550,000	2,820,000
W. Gil West	3,750,000	2,550,000	

- (4) The stock options granted to Mr. Anderson and Mr. Bastian under the 2015 LTIP are subject to performance conditions. Because the conditions for vesting have been met, the stock options vest in equal installments on each of February 2, 2016 and February 1, 2017 and 2018. We determined the grant date fair value of stock options based on achievement of the target level under an option pricing model using the following assumptions: (1) a 1.46% risk-free interest rate, (2) a 53% expected volatility of common stock and (3) a six year expected life.

- (5) The 2015 Management Incentive Plan (2015 MIP) is an annual incentive plan that links pay and performance and aligns the interest of Delta management and employees. As discussed in **Compensation Discussion and Analysis Elements of Compensation**, the annual incentive opportunity for executive officers under the 2015 MIP is based on Delta's financial, operational and revenue performance relative to key business plan goals.

Payments, if any, earned by the named executive officers under the 2015 MIP are made (a) in cash if there is a payout under Delta's broad-based employee profit sharing program (**Profit Sharing Program**) for 2015 and (b) in restricted stock if there is no such payout (**MIP Restricted Stock**).

Because Delta was profitable in 2015, 2014 and 2013, there were payouts to Delta employees under the Profit Sharing Program in each of those years. Accordingly, payments earned by executive officers under the 2015 MIP, 2014 MIP and 2013 MIP were made in cash. These cash payments are reported for 2015, 2014 and 2013 in the **Non-Equity Incentive Plan Compensation** column of the Summary Compensation Table. See **Compensation Discussion and Analysis Elements of Compensation Annual Incentives** for details on Delta's 2015 MIP performance.

- (6) Delta does not sponsor a supplemental executive retirement plan for any named executive officer.

The Delta Retirement Plan is a broad-based, non-contributory tax qualified defined benefit pension plan for nonpilot employees. Effective December 31, 2005, the Delta Retirement Plan was amended to freeze service, earnings and pay credits for all participants, including any participating named executive officers. See **Post-Employment Compensation Defined Benefit Pension Benefits** for a description of this plan.

The reported amounts for 2015 reflect the aggregate change in the actuarial present value of each applicable named executive officer's accumulated benefit under the Delta Retirement Plan measured from December 31, 2014 to December 31, 2015. For the period from December 31, 2014 to December 31, 2015, the actuarial present value of the accumulated benefits decreased during this period by \$7,211 for Mr. Bastian and \$8,191 for Mr. Jacobson. This decrease is the result of an increase in the discount rate assumption in calculating these values.

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Mr. Anderson, Mr. Hauenstein and Mr. West are not eligible to participate in the Delta Retirement Plan because they either were not employed with Delta or had not completed 12 months of service when the plan was frozen on December 31, 2005.

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(7) The reported amounts of all other compensation for 2015 include the following items:

Name	Contributions to Qualified Defined Contribution Retirement Plan (\$)(a)	Payments due to Internal Revenue Code Limits Applicable to Qualified Defined Contribution Plan (\$)(b)	Life Insurance Premiums (\$)(c)	Reimbursement of Taxes (\$)(d)	Perquisites and Other Personal Benefits (\$)(e)
Richard H. Anderson	18,550	253,750	1,249	37,775	30,475
Edward H. Bastian	18,550	173,061	976	23,299	17,824
Glen W. Hauenstein	18,550	127,460	851	18,056	27,359
Paul A. Jacobson	18,550	119,591	800	16,541	22,024
W. Gil West	18,550	120,641	812	11,746	10,856

- (a) Represents Delta's contributions to the Delta Family-Care Savings Plan, a broad-based tax qualified defined contribution plan, based on the same fixed and matching contribution formula applicable to all participants in this plan.
- (b) Represents amounts paid directly to the named executive officer that Delta would have contributed to the officer's account under the Delta Family-Care Savings Plan absent limits applicable to such plans under the Internal Revenue Code. These payments are based on the same fixed and matching contribution formula applicable to all participants in this plan and are available to any plan participant affected by such limits.
- (c) Represents the annual premium on supplemental life insurance coverage equal to two times base salary that Delta provided to named executive officers. Life insurance benefits were eliminated for all officers in July 2015.
- (d) Represents tax reimbursements for flight benefits as described below.
- (e) The amounts consist of financial planning services, home security services, an annual physical examination for officers and flight benefits as described below, except Mr. Bastian did not have costs for financial planning services or annual physical examination and Mr. West did not have costs for home security services. Financial planning and home security protection benefits were eliminated for all officers in January 2016. From time to time, the named executive officers attend events sponsored by Delta at no incremental cost to Delta.

As is common in the airline industry, Delta provides complimentary travel and certain Delta Sky Club privileges for named executive officers; the officer's spouse, domestic partner or designated companion; the officer's children and parents; and, to a limited extent, other persons designated by the officer.

Complimentary travel for such other persons is limited to an aggregate imputed value of \$20,000 per year for the Chief Executive Officer and President and \$15,000 per year for executive vice presidents. Delta reimburses the officer for associated taxes on complimentary travel with an imputed tax value of up to \$25,000 per year for the Chief Executive Officer and President and \$20,000 per year for executive vice presidents. Unused portions of the annual allowances described in the previous two sentences accumulate and may be carried into succeeding years during employment. Complimentary travel is provided to the surviving spouse or domestic partner of eligible officers after the eligible officer's death. Delta will not reimburse surviving spouses or domestic partners for associated taxes on complimentary travel under the survivor travel benefit. Delta's incremental cost of providing flight benefits includes incremental fuel expense and the incremental cost on a flight segment basis for customer service expenses such as meals, onboard expenses, baggage handling, insurance, airport security and aircraft cleaning. In addition, certain named executive officers have flight benefits on another airline at no incremental cost to Delta.

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- (8) As required by SEC rules, the amount in the Total column for each named executive officer represents the sum of the amounts in all the other columns. As discussed in footnote (1) above, the amounts in the Stock Awards and Option Awards columns do not represent amounts the named executive officers received or are entitled to receive. Rather, these amounts represent the aggregate fair value of awards computed in accordance with FASB ASC Topic 718 on the applicable grant date or, if earlier, the service inception date. The amounts do not reflect the risk the awards may be forfeited in certain circumstances, for awards subject to performance conditions, the risk there is no payout or in the case of performance stock options, there is no vesting, because the performance conditions are not met.
- (9) Mr. West became Executive Vice President & Chief Operating Officer on March 1, 2014.

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Grants of Plan-Based Awards Table

The following table provides information about annual and long-term award opportunities granted to the named executive officers during 2015 under the 2015 MIP and the 2015 LTIP. These award opportunities are described in the Compensation Discussion and Analysis section of the proxy statement under Elements of Compensation Annual Incentives and Elements of Compensation Long-Term Incentives.

Name/Type of Award	Grant Date(1)	Date of Personnel & Compensation Committee or Board Action	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards(4)			All Other Stock Awards(5)		
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)	Number of Shares or Units (#)	Exercise Price (\$)	Grant Date	Fair Value of Stock and Option Awards (\$)		
Richard H. Anderson														
2015 MIP	1/1/2015	12/9/2014	800,000	1,600,000	3,200,000									
2015 LTIP														
Performance Award	2/5/2015	2/5/2015				1,916,667	3,833,333	7,666,666						3,833,333
2015 LTIP														
Restricted Stock	2/5/2015	2/5/2015							83,090					3,833,773
2015 LTIP														
Performance Stock Options														