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HAWAIIAN AIRLINES INC/HI  
Form SC 13D/A  
July 11, 2002

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

SCHEDULE 13D  
(Amendment No. 6)  
Under the Securities Exchange Act of 1934

HAWAIIAN AIRLINES, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)

419849-104  
(CUSIP Number)

Thomas X. Fritsch, Esq.  
885 Third Avenue  
34th Floor  
New York, New York 10022  
Tel. No.: (212) 888-5500

With a copy to:  
Judith R. Thoyer, Esq.  
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New York, New York, 10019-6064  
Tel. No.: (212) 373-3000  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

July 8, 2002  
(Date of Event which Requires Filing of  
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

This document consists of 7 pages

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CUSIP No. 419849-104

Page 2 of 7 Pages

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AIRLINE INVESTORS PARTNERSHIP, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)   
(B)

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS

N/A  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2 (d) or 2 (e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE  
-----

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER

14,159,403  
-----

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

14,159,403  
-----

10 SHARED DISPOSITIVE POWER  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,433,408  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.4%  
-----

14 TYPE OF REPORTING PERSON

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PN

CUSIP No. 419849-104

Page 3 of 7 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
AIP GENERAL PARTNER, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		14,159,403
	8	SHARED VOTING POWER

	9	SOLE DISPOSITIVE POWER
		14,159,403

	10	SHARED DISPOSITIVE POWER
--	----	--------------------------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
14,433,408

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
51.4%

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14 TYPE OF REPORTING PERSON

CO

CUSIP No. 419849-104

Page 4 of 7 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN W. ADAMS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

14,433,408

8

SHARED VOTING POWER

--

9

SOLE DISPOSITIVE POWER

14,433,408

10

SHARED DISPOSITIVE POWER

--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,433,408

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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51.4%

-----  
14 TYPE OF REPORTING PERSON

IN  
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CUSIP No. 419849-104

Page 5 of 7 Pages

AMENDMENT NO. 6 TO SCHEDULE 13D

This is Amendment No. 6 (this "AMENDMENT") to the Schedule 13D filed by the Reporting Parties with respect to the Common Stock, par value \$.01 per share (the "COMMON STOCK"), of Hawaiian Airlines, Inc. (the "COMPANY"), dated as of January 18, 1996, as amended by Amendment No. 1, dated as of January 31, 1996, as amended by Amendment No. 2, dated as of December 19, 2001, as amended by Amendment No. 3, dated as of April 22, 2002, as amended by Amendment No. 4, dated as of May 7, 2002, and as amended by Amendment No. 5, dated as of May 31, 2002 (the "ORIGINAL SCHEDULE 13D").

ITEM 4. PURPOSE OF THE TRANSACTION.

Item 4 is hereby amended and supplemented by inserting at the end thereof the following:

On May 31, 2002, the Company announced that it commenced a tender offer to purchase for cash up to 5,880,000 shares of the Common Stock at a price of \$4.25 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 31, 2002 and the related Letter of Transmittal (the "OFFER"). Airline Investors Partnership, L.P. ("AIP") tendered all of the 18,181,818 shares of Common Stock that it owns in the Offer, on the condition that in no event would the Company accept for payment more than that number of AIP's shares of Common Stock that would cause its ownership interest in the Company, following completion of the Offer, to be less than or equal to 50.0%. In addition, John W. Adams tendered all of the 30,825 shares of Common Stock that he owns in the Offer.

The Offer, which was oversubscribed, expired at 12:00 midnight, New York City time, on June 27, 2002. On July 8, 2002, the Company announced the final results of the Offer. According to the final count, 26,578,337 shares were tendered and not withdrawn. The Company accepted 5,880,000 properly tendered shares on a pro rata basis, with a proration factor of approximately 22.12%. Based on the final proration factor, the Company accepted for payment 4,022,415 shares of Common Stock from AIP and 6,820 shares of Common Stock from Mr. Adams.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Item 5(a) is hereby amended and supplemented by inserting at the end thereof the following:

According to Amendment No. 4 to the Schedule TO filed by the Company with the Securities and Exchange Commission on July 9, 2002, there were 27,814,143 shares of Common Stock outstanding as a result of the completion of the Offer and subsequent option exercises.

As a result of the completion of the Offer, AIP and AIP General Partner, Inc. ("AIP GP") are the beneficial owners of 14,159,403 shares of Common Stock, which constitute approximately 50.9% of the outstanding shares of Common Stock.

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As a result of the completion of the Offer, Mr. Adams is the beneficial owner of 14,433,408 shares of Common Stock, which constitute approximately 51.4% of the outstanding shares of Common Stock.

CUSIP No. 419849-104

Page 6 of 7 Pages

(b) Item 5(b) is hereby amended and supplemented by inserting at the end thereof the following:

As a result of the completion of the Offer, AIP and AIP GP have sole power to vote and to dispose of 14,159,403 shares of Common Stock.

As a result of the completion of the Offer, Mr. Adams has the sole power to vote and to dispose of 14,433,408 shares of Common Stock.

(c) Item 5(c) is hereby amended and supplemented by incorporating by reference the information set forth in Item 4 of this Amendment.

CUSIP No. 419849-104

Page 7 of 7 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 11, 2002

AIRLINE INVESTORS PARTNERSHIP, L.P.

By: AIP General Partner, Inc.,  
its general partner

By: /s/ John W. Adams

-----  
Name: John W. Adams  
Title: President

AIP GENERAL PARTNER, INC.

By: /s/ John W. Adams

-----  
Name: John W. Adams  
Title: President

/s/ John W. Adams  
-----

John W. Adams