Allard Scott Matthew Form 4 April 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Allard Scott Matthew Issuer Symbol Allegiant Travel CO [ALGT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 8360 SOUTH DURANGO DRIVE 03/07/2012 below) **Chief Information Officer** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

LAS VEGAS, NV 89113

(State)

(7:m)

(C:tr.)

(State) (Table Table	e I - Non-D	erivative Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
		3. Transactio			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Manual Busy 1 cur)	any	Code	• ′	` ′	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)			Following Following	(Instr. 4)	Ownership (Instr. 4)
			(A)		Reported Transaction(s)		
		Code V	or Amount (D)	Price	(Instr. 3 and 4)		
00/05/00/0		_	000 (1)	\$	4.4.600	_	
03/07/2012		F	882 <u>(i)</u> D	48.83	14,689	D	
	` '	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date 2A. Deemed 3. 4. Securities A Transaction(A) or Dispose any (Month/Day/Year) (Instr. 3, 4 and (Instr. 8) (A) or Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price \$ 03/07/2012 F 882 (1) D 48.83	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Eneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price \$ 03/07/2012 F 882 (1) D 48.83 14,689	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Execution Date, if any (Code (Instr. 3, 4 and 5) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Instr. 8) Execution Date, if any (Instr. 8) Execution Date, if any (Instr. 8) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) (Instr. 3 and 4) Execution Date, if Transaction(A) or Disposed of (D) Securities Acquired 5. Amount of 6. Ownership Form: Direct Policy (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) (Instr. 3 and 4) Execution Date, if Transaction(A) or Disposed of (D) Securities Acquired 5. Amount of 6. Ownership Form: Direct Policy (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) Execution Date, if Transaction(C) (Instr. 4) Policy (Instr. 3 and 4) Execution Date, if Transaction(C) (Instr. 4) Policy (Instr. 3 and 4) Execution Date, if Transaction(C) (Instr. 4) Policy (Instr. 3 and 4) Policy (Instr. 3 and 4) Execution Date, if Transaction(C) (Instr. 4) Policy (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Allard Scott Matthew 8360 SOUTH DURANGO DRIVE LAS VEGAS, NV 89113

Chief Information Officer

Signatures

Robert B. Goldberg, under power of attorney 04/20/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Beneficial owner granted shares of restricted stock on 3/7/2011 with vesting over three years. Upon vesting, beneficial owner returned to Company a portion of the vested shares for tax withholding purposes.
- (2) Shares of restricted stock effectively repurchased by Company at \$48.83 per share to fund the beneficial owner's required tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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