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FRONTIER AIRLINES INC /CO/
 Form DEF 14A
 July 23, 2002

SCHEDULE 14A
 (Rule 14a-101)
 Information Required in Proxy Statement

I. SCHEDULE 14A INFORMATION

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

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement (definitive proxy to be filed on or about July 22, 2002)
- [] Confidential, for Use of Commission Only (as permitted by Rule 14a-6(e) (2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to 17 CFR 240.14a-11(c) or 17 CFR 240.14a-12

FRONTIER AIRLINES, INC.

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11,

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Rule 0-11 (set forth the amount on which the filing fee is calculated and determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

[] 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) filing for which the offsetting fee was paid previously. Identify the previous filing 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:

COMPANY/INDEX/MARKET	03/97	03/98	03/99	03/00	
Frontier Airlines, Inc.	100.00	111.10	292.42	351.96	5
NASDAQ Market Index	100.00	151.87	203.78	378.78	1
Peer Group Index	100.00	104.59	92.95	80.31	

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(1) Assumes \$100 invested on March 29, 1997 in the Company's common stock, the Nasdaq National Market Index for U.S. Companies and the Peer Group Index of similar line-of-business companies and assumes no dividends and takes into account stock splits.

Equity Compensation Plan Information

The following table sets forth certain information regarding the Company's Employee Stock Option Plan, as amended, which was approved by the Company's shareholders, as well as equity compensation plans not approved by the Company's shareholders.

Plan Category	Number of Shares to be Issued on Outstanding Options	Weighted Average Price of Outstanding Options (\$)	Number of Shares Available for Future Issuance Under Equity Compensation Plans
Plans approved by shareholders (1)	2,070,033	\$8.78	1,088,075
Plans not approved by shareholder	N/A	N/A	N/A

(1) Figures reflect the total options outstanding and available for exercise under the Company's 1994 Stock Option Plan. Of the outstanding options listed, 831,834 are immediately exercisable at a weighted average price of \$6.65. These figures also include the warrants granted to Samuel D. Addoms in 2002 pursuant to the Director Compensation Agreement that took effect upon his resignation as Director and Officer. See the section above entitled "Samuel D. Addoms Severance Agreement." The Director Compensation Agreement was entered into without shareholder approval.

PROPOSAL 1

ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company has nominated Samuel D. Addoms, D. Dale Browning, Paul S. Dempsey, William B. McNamara, B. LaRae Orullian, Jeff S. Potter, and James B. Upchurch for election to the Board of Directors. Each of these nominees is a member of the existing Board of Directors and, with the exception of Mr. Potter, was elected to the Board of Directors at the Company's 2000 Annual Meeting of Shareholders. Mr. Potter was elected to the Board of Directors at the Company's 2001 Annual Meeting of Shareholders. The Board of Directors appointed Mr. Potter to the Board in May 2001.

A proposal to elect Samuel D. Addoms, D. Dale Browning, Paul S. Dempsey, William B. LaRae Orullian, Jeff S. Potter, and James B. Upchurch to the Board of Directors of the Company was presented to the shareholders at the annual meeting.

THE COMPANY'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF SAMUEL D. ADDOMS, D. DALE BROWNING, PAUL S. DEMPSEY, WILLIAM B. MCNAMARA, B. LARAE ORULLIAN, JEFF S. POTTER, AND JAMES B. UPCHURCH TO THE COMPANY'S BOARD OF DIRECTORS. IF NO DIRECTION IS GIVEN WHEN THE EXECUTED PROXY CARD ENCLOSED HERewith IS RETURNED, ALL SHARES COVERED BY SUCH PROXY WILL BE VOTED FOR THE ABOVE NOMINEES.

SHAREHOLDER PROPOSALS

Shareholders are entitled to submit proposals on matters appropriate for shareholder consideration consistent with regulations of the Securities and Exchange Commission and the Company's bylaws. If a shareholder wish to have a proposal appear in the Company's proxy statement for next year's annual meeting, the regulations of the Securities and Exchange Commission it must be received by the Company's corporate secretary at 7001 Tower Road, Denver, Colorado 80249-7312 on or before April 2, 2002.

INDEPENDENT PUBLIC ACCOUNTANTS

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KPMG LLP has acted as independent public accountants for the Company continuously. A representative of KPMG LLP will be present at the annual meeting and will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

KPMG LLP was selected by the Board of Directors to perform the audit function for the year ended December 31, 2002. No independent public accountant has yet been selected to perform the audit function for the year ended December 31, 2003. It is expected that the Board of Directors will make such selection at its annual meeting, to be held in September 2002, or subsequent thereto.

Audit Fees, Financial Information Systems Design and Implementation Fees and All Other Fees

KPMG LLP billed the Company an aggregate of \$177,500 in fees for professional services rendered for the preparation of the Company's annual financial statements, and for reviews of the Company's interim financial statements and Forms 10-Q filed by the Company during the fiscal year. KPMG LLP also billed the Company \$56,000 for non-audit services for that fiscal year, primarily relating to income tax compliance and consulting services relating to personal property and other taxes and employee benefit plans.

OTHER BUSINESS

All items of business to be brought before the meeting are set forth in this proxy statement. Management knows of no other business to be presented. If other matters of business not presently known to management are properly raised at the meeting, the proxies will vote on the matters in accordance with the best interests of the Company and the best interests of the shareholders in their independent judgment.

NOTE: SHAREHOLDERS ARE REQUESTED TO SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY STATEMENT IN THE ENCLOSED POSTAGE PREPAID ENVELOPE.