

YAMARONE CHARLES
Form 4
October 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YAMARONE CHARLES

2. Issuer Name and Ticker or Trading Symbol
United Continental Holdings, Inc.
[UAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

P.O. BOX 66100 - HDQLD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60666

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 10/01/2010 | | A | 4,264 A 4.26 | 4,264 | D | |

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

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SEC 1474 (9-02)

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 47.43 | 10/01/2010 | | A | 5,250 | 10/01/2010 05/15/2011 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 28.2 | 10/01/2010 | | A | 5,250 | 10/01/2010 04/17/2012 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 11.06 | 10/01/2010 | | A | 5,250 | 10/01/2010 05/14/2013 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 12.39 | 10/01/2010 | | A | 5,250 | 10/01/2010 03/12/2014 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 22.5 | 10/01/2010 | | A | 5,250 | 10/01/2010 06/06/2016 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 32.48 | 10/01/2010 | | A | 5,250 | 10/01/2010 06/12/2017 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 11.87 | 10/01/2010 | | A | 7,875 | 10/01/2010 06/12/2018 | Common Stock | 7,875 |
| Option (Right to Buy) | \$ 8.79 | 10/01/2010 | | A | 7,875 | 10/01/2010 06/10/2019 | Common Stock | 7,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| YAMARONE CHARLES P.O. BOX 66100 - HDQLD CHICAGO, IL 60666 | | X | | |

Signatures

/s/ Lydia J. Mathas for Charles A.
Yamarone

10/05/2010

__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).

Acquired in exchange for 4,061 shares of Continental Class B Common Stock pursuant to the Agreement and Plan of Merger, dated as of
(1) May 2, 2010, by and among Continental Airlines, Inc. ("Continental"), UAL Corporation and JT Merger Sub Inc. on October 1, 2010.
Shares reported in Table 1 Column 4 include 2,426 restricted shares that vest on June 9, 2011.

(2) Acquired pursuant to the Merger Agreement in exchange for options to purchase 5,000 shares of Continental Class B Common Stock at \$49.80 per share.

(3) Acquired pursuant to the Merger Agreement in exchange for options to purchase 5,000 shares of Continental Class B Common Stock at \$29.61 per share.

(4) Acquired pursuant to the Merger Agreement in exchange for options to purchase 5,000 shares of Continental Class B Common Stock at \$11.61 per share.

(5) Acquired pursuant to the Merger Agreement in exchange for options to purchase 5,000 shares of Continental Class B Common Stock at \$13.00 per share.

(6) Acquired pursuant to the Merger Agreement in exchange for options to purchase 5,000 shares of Continental Class B Common Stock at \$23.62 per share.

(7) Acquired pursuant to the Merger Agreement in exchange for options to purchase 5,000 shares of Continental Class B Common Stock at \$34.10 per share.

(8) Acquired pursuant to the Merger Agreement in exchange for options to purchase 7,500 shares of Continental Class B Common Stock at \$12.46 per share.

(9) Acquired pursuant to the Merger Agreement in exchange for options to purchase 7,500 shares of Continental Class B Common Stock at \$9.22 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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