

Prospectus Supplement

The Prospectus dated August 13, 1996, relating to the offer for resale of up to \$200,650,000 aggregate principal amount of the Continental Airlines, Inc. 6-3/4% Convertible Subordinated Notes due April 15, 2006 is hereby supplemented as follows:

- 1) "Carrigaholt Capital (Bermuda) L.P." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of November 6, 1996 of \$3,000,000.
- 2) "Class I C, L.P." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of November 6, 1996 of \$1,600,000.
- 3) "McMahan Securities Co. L.P." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of November 6, 1996 of \$705,000.

The date of this Prospectus Supplement is November 6, 1996.