

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |         |          |   |                  |  |  |  |  |
|--|---------|----------|---|------------------|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>KENNY CHRIS</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CONTINENTAL AIRLINES INC /DE/ [ CAL ]</b> |                  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>VP &amp; Controller</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/14/2004</b>                       |                  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                  |  |  |
| 1600 SMITH STREET<br>HQSE0                                     |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                    |                  |  |  |  |  |
| (Street)   | (City)  | (State)  | (Zip)   | HOUSTON TX 77002 |  |  |  |  |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

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

| 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Performance Rights                         | (1)  | 04/14/2004                           |  | A                              |   | 12,500   |     | (2)  | 12/31/2007      | Class B Common Stock  | 12,500                                     | \$0  | 12,500  | D  |       |
| Performance Rights                         | (1)  | 04/14/2004                           |  | A                              |   | 10,000   |     | (3)  | 03/31/2006      | Class B Common Stock  | 10,000                                     | \$0  | 10,000  | D  |       |
| Performance Rights                         | (1)  | 04/14/2004                           |  | A                              |   | 10,000   |     | (4)  | 06/30/2005      | Class B Common Stock  | 10,000                                     | \$0  | 10,000  | D  |       |

**Explanation of Responses:**

- One for one.
- Award vests upon registrant's common stock achieving a market price of \$22.4775 per share for 20 consecutive days.
- Award vests upon registrant's common stock achieving a market price of \$20.4775 per share for 20 consecutive days.
- Award vests upon registrant's common stock achieving a market price of \$17.4775 per share for 20 consecutive days.

/s/ Chris T. Kenny by Jennifer Vogel 04/16/2004

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.