

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) "NatWest Markets" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of September 16, 1997 of \$2,250,000.
- 2) The Principal Amount of Registered Notes owned by Merrill Lynch, Pierce, Fenner & Smith Incorporated is \$7,027,000 as of September 16, 1997.
- 3) The Principal Amount of Registered Notes owned by Credit Suisse First Boston Corporation is \$60,000 as of August 12, 1997.

The date of this Prospectus Supplement is October 3, 1997.