

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) "Jeffries & Co. Inc." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of January 27, 1997 of \$500,000.
- 2) "Forest Fulcrum Fund Ltd." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of January 21, 1997 of \$103,000.
- 3) "Forest Fulcrum Fund L.P." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of January 21, 1997 of \$1,097,000.

The date of this Prospectus Supplement is January 30, 1997.