

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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<p>1. Name and Address of Reporting Person*</p> <p><u>Foland Jeffrey T.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>P.O. BOX 66100 - HDQLD</u></p> <hr/> <p>(Street)</p> <p><u>CHICAGO IL 60666</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>United Continental Holdings, Inc. [UAL]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>04/01/2012</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>EVP-Mktg, Tech and Strgy</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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			
Common Stock	04/01/2012		M		3,120	A	\$0 ⁽¹⁾	49,144	D	
Common Stock	04/01/2012		D		3,120	D	\$21.5 ⁽¹⁾	46,024	D	
Common Stock	04/01/2013		M		3,121	A	\$0 ⁽¹⁾	49,145	D	
Common Stock	04/01/2013		D		3,121	D	\$32.01 ⁽¹⁾	46,024	D	

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
Restricted Stock Units	\$0 ⁽¹⁾	04/01/2012		M		3,120		04/01/2012	(2)	Common Stock	3,120	\$0	3,121	D	
Restricted Stock Units	\$0 ⁽¹⁾	04/01/2013		M		3,121		04/01/2013	(2)	Common Stock	3,121	\$0	0	D	

Explanation of Responses:

- Reflects the vesting and settlement of restricted stock units. Each restricted stock unit represented the economic equivalent of one share of common stock and was settled in cash upon vesting at the sole discretion of the Compensation Committee of the United Continental Holdings, Inc. Board of Directors. The Compensation Committee has previously determined that all outstanding RSUs will be settled in cash.
- The award was granted on May 5, 2010 and vested in three annual installments on April 1, 2011, 2012 and 2013.

/s/ Jennifer L. Kraft for Jeffrey T. Foland 04/03/2013

** 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.