

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 1, 2004**

**CONTINENTAL AIRLINES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**1-10323**

(Commission File Number)

**74-2099724**

(IRS Employer Identification No.)

**1600 Smith Street, Dept. HQSEO, Houston, Texas**

(Address of Principal Executive Offices)

**77002**

(Zip Code)

**(713) 324-2950**

(Registrant's Telephone Number, Including Area Code)

\_\_\_\_\_  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On October 1, 2004, we issued a press release announcing our September performance and our estimated consolidated breakeven load factor for October. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

a. Exhibits

99.1 Press Release for September Performance

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Continental Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONTINENTAL AIRLINES, INC.

October 1, 2004

By /s/ Jennifer L. Vogel

Jennifer L. Vogel

Senior Vice President, General Counsel  
and Secretary

EXHIBIT INDEX

99.1 Press Release for September Performance



## News Release

**Contact:** Corporate Communications

**Houston:** 713.324.5080

**Email:** corpcomm@coair.com

**News archive:** [continental.com/news/](http://continental.com/news/) **Address:** P.O. Box 4607, Houston, TX 77210-4607

### CONTINENTAL AIRLINES REPORTS SEPTEMBER 2004

#### OPERATIONAL PERFORMANCE

HOUSTON, Oct. 1, 2004 - Continental Airlines (NYSE: CAL) today reported a September consolidated (mainline plus regional) load factor of 74.5 percent, 2.8 points above last year's September consolidated load factor. The carrier reported a mainline load factor of 75.2 percent, 2.9 points above last year's September mainline load factor and a domestic mainline load factor of 74.3 percent, 3.0 points above September 2003. All three were operational records for September. In addition, the airline had an international mainline September load factor of 76.4 percent, 2.6 points above September 2003.

During the month, Continental recorded a U.S. Department of Transportation on-time arrival rate of 85.9 percent and a mainline completion factor of 98.4 percent.

The three major hurricanes in September - Frances, Ivan, and Jeanne - had a minimal effect on Continental Airlines' hub operations and together are estimated to have cost the carrier approximately \$6 million in revenue.

In September 2004, Continental flew 5.6 billion consolidated revenue passenger miles (RPMs) and 7.6 billion consolidated available seat miles (ASMs), resulting in a traffic increase of 11.8 percent and a capacity increase of 7.7 percent as compared to September 2003. In September 2004, Continental flew 5.1 billion mainline RPMs and 6.7 billion mainline ASMs, resulting in a traffic increase of 11.0 percent and a capacity increase of 6.8 percent as compared to September 2003. Domestic mainline traffic was 2.8 billion RPMs in September 2004, up 5.6 percent from September 2003, and domestic mainline capacity was 3.8 billion ASMs, up 1.3 percent from September 2003.

For the month of September 2004, both consolidated and mainline passenger RASM are estimated to have decreased between 1.0 and 2.0 percent compared to September 2003. For August 2004, consolidated RASM decreased 0.5 percent compared to August 2003 and mainline RASM decreased 1.1 percent.

Continental ended the quarter with unrestricted cash and short-term investments of approximately \$1.54 billion.

Continental's regional operations (Continental Express) set a record September load factor of 69.2 percent, 2.3 points above last year's September load factor. Regional RPMs were 577.4 million and regional ASMs were 834.9 million in September 2004, resulting in a traffic increase of 19.5 percent and a capacity increase of 15.5 percent versus September 2003.

Continental Airlines is the world's sixth-largest airline with more than 3,000 daily departures throughout the Americas, Europe and Asia. Continental serves 151 domestic and 120 international destinations - more than any other airline in the world - and nearly 200 additional points are served via SkyTeam alliance airlines. With 42,000 employees, the airline has hubs serving New York, Houston, Cleveland and Guam, and carries approximately 51 million passengers per year. In 2004, Continental has earned awards and critical acclaim for both its operation and its corporate culture. *FORTUNE* ranks Continental one of the 100 Best Companies to Work For in America, an honor it has earned for six consecutive years, and also ranks Continental as the top airline in its Most Admired Global Companies in 2004. The carrier won major awards at the 2004 OAG Airline of the Year Awards including "Airline

of the Year," "Best Airline Based in North America" and "Best Executive/Business Class." For more company information, visit [continental.com](http://continental.com).

This press release contains forward-looking statements that are not limited to historical facts, but reflect the company's current beliefs, expectations or intentions regarding future events. All forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. For examples of such risks and uncertainties, please see the risk factors set forth in the company's 2003 10-K and its other securities filings, which identify important matters such as terrorist attacks, domestic and international economic conditions, the significant cost of aircraft fuel, labor costs, competition, regulatory matters and industry conditions, including the demand for air travel, the airline pricing environment and industry capacity decisions. The company undertakes no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this press release.

### PRELIMINARY TRAFFIC RESULTS

SEPTEMBER	2004	2003	Change
REVENUE PASSENGER MILES (000)			
<b>Domestic</b>	<b>2,815,357</b>	<b>2,666,752</b>	<b>5.6 Percent</b>
<b>International</b>	<b>2,244,905</b>	<b>1,890,301</b>	<b>18.8 Percent</b>
Transatlantic	1,246,741	985,373	26.5 Percent
Latin America	513,611	450,848	13.9 Percent
Pacific	484,553	454,081	6.7 Percent
<b>Mainline</b>	<b>5,060,262</b>	<b>4,557,053</b>	<b>11.0 Percent</b>
<b>Regional</b>	<b>577,405</b>	<b>483,330</b>	<b>19.5 Percent</b>
<b>Consolidated</b>	<b>5,637,667</b>	<b>5,040,383</b>	<b>11.8 Percent</b>
AVAILABLE SEAT MILES (000)			
<b>Domestic</b>	<b>3,791,439</b>	<b>3,741,969</b>	<b>1.3 Percent</b>
<b>International</b>	<b>2,938,051</b>	<b>2,561,590</b>	<b>14.7 Percent</b>
Transatlantic	1,566,876	1,258,044	24.5 Percent
Latin America	764,687	690,084	10.8 Percent
Pacific	606,488	613,462	(1.1) Percent
<b>Mainline</b>	<b>6,729,489</b>	<b>6,303,559</b>	<b>6.8 Percent</b>
<b>Regional</b>	<b>834,895</b>	<b>722,903</b>	<b>15.5 Percent</b>
<b>Consolidated</b>	<b>7,564,385</b>	<b>7,026,462</b>	<b>7.7 Percent</b>

## PASSENGER LOAD FACTOR

<b>Domestic</b>	<b>74.3 Percent</b>	<b>71.3 Percent</b>	<b>3.0 Points</b>
<b>International</b>	<b>76.4 Percent</b>	<b>73.8 Percent</b>	<b>2.6 Points</b>
Transatlantic	79.6 Percent	78.3 Percent	1.3 Points
Latin America	67.2 Percent	65.3 Percent	1.9 Points
Pacific	79.9 Percent	74.0 Percent	5.9 Points
<b>Mainline</b>	<b>75.2 Percent</b>	<b>72.3 Percent</b>	<b>2.9 Points</b>
<b>Regional</b>	<b>69.2 Percent</b>	<b>66.9 Percent</b>	<b>2.3 Points</b>
<b>Consolidated</b>	<b>74.5 Percent</b>	<b>71.7 Percent</b>	<b>2.8 Points</b>

## ONBOARD PASSENGERS

<b>Mainline</b>	<b>3,113,567</b>	<b>2,979,830</b>	<b>4.5 Points</b>
<b>Regional</b>	<b>1,078,915</b>	<b>949,247</b>	<b>13.7 Points</b>
<b>Consolidated</b>	<b>4,192,482</b>	<b>3,929,077</b>	<b>6.7 Points</b>

## CARGO REVENUE TON MILES (000)

<b>Total</b>	<b>84,764</b>	<b>72,436</b>	<b>17.0 Percent</b>
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## YEAR-TO-DATE

<b>2004</b>	<b>2003</b>	<b>Change</b>
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## REVENUE PASSENGER MILES (000)

<b>Domestic</b>	<b>28,466,078</b>	<b>27,172,108</b>	<b>4.8 Percent</b>
<b>International</b>	<b>21,000,519</b>	<b>17,211,562</b>	<b>22.0 Percent</b>
Transatlantic	10,016,085	7,900,730	26.8 Percent
Latin America	6,607,228	5,899,670	12.0 Percent
Pacific	4,377,206	3,411,162	28.3 Percent
<b>Mainline</b>	<b>49,466,597</b>	<b>44,383,670</b>	<b>11.5 Percent</b>

<b>Regional</b>	<b>5,447,334</b>	<b>4,139,261</b>	<b>31.6 Percent</b>
<b>Consolidated</b>	<b>54,913,931</b>	<b>48,522,931</b>	<b>13.2 Percent</b>

AVAILABLE SEAT MILES (000)

<b>Domestic</b>	<b>36,836,693</b>	<b>35,465,800</b>	<b>3.9 Percent</b>
<b>International</b>	<b>26,970,795</b>	<b>23,330,993</b>	<b>15.6 Percent</b>
Transatlantic	12,470,798	10,363,126	20.3 Percent
Latin America	8,903,662	7,936,220	12.2 Percent
Pacific	5,596,335	5,031,647	11.2 Percent
<b>Mainline</b>	<b>63,807,488</b>	<b>58,796,793</b>	<b>8.5 Percent</b>
<b>Regional</b>	<b>7,699,506</b>	<b>6,108,648</b>	<b>26.0 Percent</b>
<b>Consolidated</b>	<b>71,506,994</b>	<b>64,905,441</b>	<b>10.2 Percent</b>

PASSENGER LOAD FACTOR

<b>Domestic</b>	<b>77.3 Percent</b>	<b>76.6 Percent</b>	<b>0.7 Points</b>
<b>International</b>	<b>77.9 Percent</b>	<b>73.8 Percent</b>	<b>4.1 Points</b>
Transatlantic	80.3 Percent	76.2 Percent	4.1 Points
Latin America	74.2 Percent	74.3 Percent	(0.1) Points
Pacific	78.2 Percent	67.8 Percent	10.4 Points
<b>Mainline</b>	<b>77.5 Percent</b>	<b>75.5 Percent</b>	<b>2.0 Points</b>
<b>Regional</b>	<b>70.7 Percent</b>	<b>67.8 Percent</b>	<b>2.9 Points</b>
<b>Consolidated</b>	<b>76.8 Percent</b>	<b>74.8 Percent</b>	<b>2.0 Points</b>

ONBOARD PASSENGERS

<b>Mainline</b>	<b>32,119,454</b>	<b>30,560,450</b>	<b>5.1 Points</b>
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<b>Regional</b>	<b>10,110,460</b>	<b>8,367,917</b>	<b>20.8 Points</b>
<b>Consolidated</b>	<b>42,229,914</b>	<b>38,928,367</b>	<b>8.5 Points</b>

CARGO REVENUE TON MILES (000)

<b>Total</b>	<b>749,557</b>	<b>679,544</b>	<b>10.3 Percent</b>
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**PRELIMINARY OPERATIONAL AND FINANCIAL RESULTS**

<b>SEPTEMBER</b>	<b>2004</b>	<b>2003</b>	<b>Change</b>
On-Time Performance <sup>1</sup>	<b>85.9%</b>	<b>78.1%</b>	<b>7.8 Points</b>
Completion Factor <sup>2</sup>	<b>98.4%</b>	<b>99.1%</b>	<b>(0.7) Points</b>

<b>YEAR-TO-DATE</b>	<b>2004</b>	<b>2003</b>	<b>Change</b>
On-Time Performance <sup>1</sup>	<b>78.4%</b>	<b>82.3%</b>	<b>(3.9) Points</b>
Completion Factor <sup>2</sup>	<b>99.5%</b>	<b>99.4%</b>	<b>0.1 Points</b>

**August 2004 consolidated breakeven load factor<sup>3,4</sup> 80.4 Percent**

**September 2004 estimated year-over-year consolidated RASM change (2.0)-(1.0) Percent**

**September 2004 estimated year-over-year mainline RASM change (2.0)-(1.0) Percent**

**September 2004 estimated average price per gallon of fuel, including fuel taxes 1.26 Dollars**

**September 2004 estimated consolidated breakeven load factor<sup>3,5</sup> 88 Percent**

**September 2004 actual consolidated load factor<sup>6</sup> 74.5 Percent**

**October 2004 estimated consolidated breakeven load factor<sup>3</sup> 87 Percent**

YEAR-OVER-YEAR CONSOLIDATED RASM

	<b>2003 vs. 2002</b>	<b>2003 vs. 2001</b>
August	5.5 Percent	3.0 Percent
September	7.2 Percent	21.6 Percent

October	6.7 Percent	17.7 Percent
November	7.0 Percent	6.3 Percent
December	2.3 Percent	14.0 Percent
	<b>2004 vs. 2003</b>	<b>2004 vs. 2002</b>
January	1.7 Percent	6.1 Percent
February	(1.0) Percent	(0.3) Percent
March	6.1 Percent	(4.2) Percent
April	3.8 Percent	4.8 Percent
May	(2.0) Percent	1.5 Percent
June	1.9 Percent	4.1 Percent
July	2.9 Percent	9.8 Percent
August	(0.5) Percent	5.0 Percent
September (estimated)	(2.0)-(1.0) Percent	5.0-6.0 Percent

#### YEAR-OVER-YEAR MAINLINE RASM

	<b>2003 vs. 2002</b>	<b>2003 vs. 2001</b>
August	4.4 Percent	1.5 Percent
September	5.3 Percent	16.7 Percent
October	4.4 Percent	14.1 Percent
November	5.5 Percent	3.7 Percent
December	1.7 Percent	12.0 Percent
	<b>2004 vs. 2003</b>	<b>2004 vs. 2002</b>
January	0.9 Percent	4.5 Percent
February	(2.5) Percent	(2.9) Percent
March	4.9 Percent	(7.4) Percent
April	3.1 Percent	2.1 Percent
May	(3.0) Percent	(1.1) Percent
June	1.3 Percent	1.6 Percent
July	2.8 Percent	7.8 Percent
August	(1.1) Percent	3.2 Percent
September (estimated)	(2.0)-(1.0) Percent	3.0-4.0 Percent

<sup>1</sup> Department of Transportation Arrivals within 14 minutes

<sup>2</sup> Mainline Mileage Completion Percentage

<sup>3</sup> Consolidated load factor (including Continental Airlines and Continental Express) needed to break even on a consolidated net income basis. Actual consolidated breakeven load factor may vary significantly from estimates depending on actual passenger revenue yields,

fuel price and other factors. Month-to-date consolidated load factor information can be found on Continental's website at [continental.com](http://continental.com) in the Investor Relations-Financial/Traffic Releases section.

<sup>4</sup> Charge related to MD-80 aircraft retirement increased the breakeven load factor by 1.0 percentage point.

<sup>5</sup> Income related to net fair market value adjustment of trading securities net of charges related to MD-80 aircraft retirements and other items reduced the breakeven load factor by 1 percentage point.

<sup>6</sup> Includes Continental Airlines and Continental Express.

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