

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of  
the Securities Exchange Act of 1934

Continental Airlines, Inc.  
Continental Airlines Finance Trust  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 74-2099724  
Delaware 51-6502566  
(State of Incorporation (I.R.S. Employer  
or Organization) Identification No.)

2929 Allen Parkway, Suite 2010  
Houston, Texas 77019  
(Address of Principal Executive (Zip Code)  
offices for both registrants)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. ....

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. ....

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
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8-1/2% Convertible Trust Originated Preferred Securities SM (liquidation amount \$50 per Preferred Security) of Continental Airlines Finance Trust (and the Guarantee with respect thereto)	New York Stock Exchange, Inc.
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Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

The 8 1/2% Convertible Trust Originated Preferred Securities (the "Preferred Securities") of Continental Airlines Finance Trust (the "Trust"), a statutory business trust created under the laws of the State of Delaware, registered hereby represent preferred undivided beneficial interests in the assets of the Trust and are guaranteed by Continental Airlines, Inc., a Delaware corporation and the sponsor of the Trust (the "Company"), to the extent set forth in the Preferred Securities Guarantee (the "Guarantee"), which has been filed as Exhibit 4.7 to the Registration Statement on Form S-3 (the "Registration Statement") of the Trust and the Company (File No. 333-04601) filed with the Securities and Exchange Commission. The particular terms of the Preferred Securities and the Guarantee are described in the Prospectus included in the Registration Statement, and such descriptions are incorporated by reference herein. ("Trust Originated Preferred Securities and "TOPRS" are service marks of Merrill Lynch & Co., Inc.)

Item 2. Exhibits.

The following exhibits are hereby incorporated by reference from the Registration Statement on Form S-3 (File No. 333-04601) of Continental Airlines Finance Trust and Continental Airlines, Inc.:

- 2.1 Form of 8 1/2% Preferred Securities (included in Exhibit 2.3 below)
- 2.2 Declaration of Trust of Continental Airlines Finance Trust, dated as of November 7, 1995
- 2.3 Amended and Restated Declaration of Trust of Continental Airlines Finance Trust, dated as of November 28, 1995 among Continental Airlines, Inc., as Sponsor, Wilmington Trust Company, as Property Trustee and Delaware Trustee and Lawrence W. Kellner and Jeffery A. Smisek, as Regular Trustees
- 2.4 Amendment to the Amended and Restated Declaration of Trust, dated as of May 9, 1996
- 2.5 Indenture for the 8 1/2% Convertible Subordinated Debentures, dated as of November 28, 1995 among Continental Airlines, Inc. and Wilmington Trust Company, as Trustee
- 2.6 Form of 8 1/2% Convertible Subordinated Debentures (included in Exhibit 2.5 above)
- 2.7 Continental Airlines, Inc. Preferred Securities Guarantee, dated as of November 28, 1995, between Continental Airlines, Inc., as Guarantor, and Wilmington Trust Company, as Preferred Guarantee Trustee

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CONTINENTAL AIRLINES, INC.

By: /s/ Jeffery A. Smisek

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Jeffery A. Smisek  
Senior Vice President

CONTINENTAL AIRLINES FINANCE TRUST

By: /s/ Lawrence W. Kellner

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Lawrence W. Kellner  
Regular Trustee

By: /s/ Jeffery A. Smisek

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Jeffery A. Smisek  
Regular Trustee

Date: June 21, 1996