

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):

May 22, 2002

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-10323

74-2099724

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

1600 Smith Street, Dept. HQSEO, Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

(713) 324-2950

(Registrant's telephone number, including area code)

Item 7. Financial Statements and Exhibits.

a. Exhibits

1. Presentation Data.

Item 9. Regulation FD Disclosure.

The Company is furnishing herewith certain data being presented by certain of its executive officers on May 23, 2002.

Beginning Thursday, May 23, 2002, an audio webcast of their remarks and accompanying graphic presentation will be made available under the Investor Relations - Investor Presentation section at Continental's corporate website at <http://www.continental.com/corporate>.

The information presented may contain forward-looking statements not limited to historical facts, but reflecting the Company's current beliefs, expectations or intentions regarding future events. In connection therewith, please see the impact of the risk factors set forth in the Company's 2001 10-K and its other securities filings, which identify important matters such as terrorist attacks and the resulting regulatory developments and costs, our recent operating losses and special charges, our high leverage and significant

financing needs, our historical operating results, the significant cost of aircraft fuel, labor costs, certain tax matters, the Japanese economy and currency risk, competition and industry conditions, regulatory matters and the seasonal nature of the airline business, that could cause actual results to differ materially from those in the forward-looking statements.

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.

By /s/ Diane Dayhoff

Diane Dayhoff

Staff Vice President - Finance

May 22, 2002

EXHIBIT INDEX

1. Presentation Data.

**The Society of Airline Analysts
May 23, 2002**



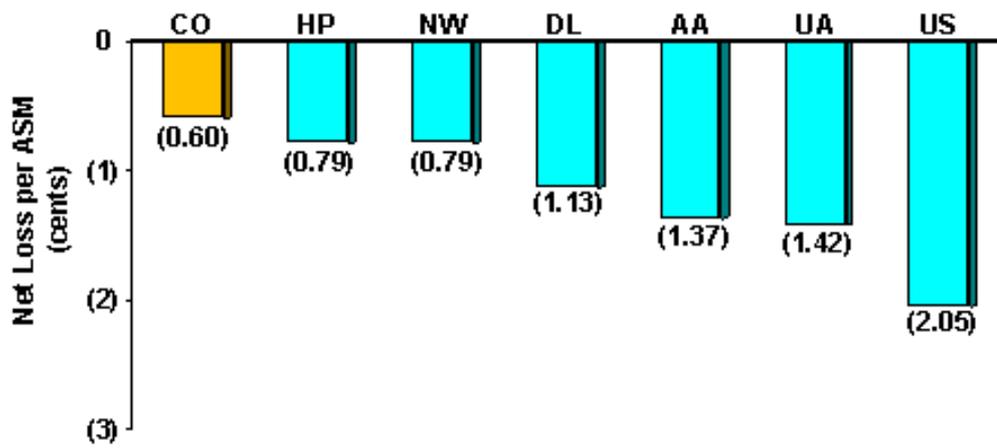
Continental Airlines

Please note that the discussion today may contain forward looking statements that are not limited to historical facts, but reflect the Company's current beliefs, expectations or intentions regarding future events. Actual results could differ materially from those described in the forward looking statements. Additional information concerning factors that could cause actual results to differ materially from those in the forward looking statements is contained in the company's Form 10-K and other securities filings with the Securities and Exchange Commission.

Unless otherwise noted, all statistics are for jet operations, excluding regional jets.

Gordon Bethune Chairman & CEO

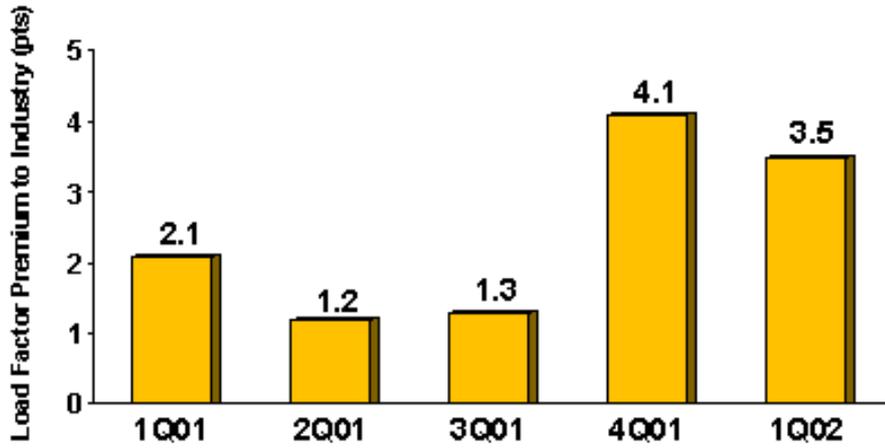
CO Outperforms the Industry First Quarter 2002



Data excludes extraordinary items

CO Capacity Matches Demand

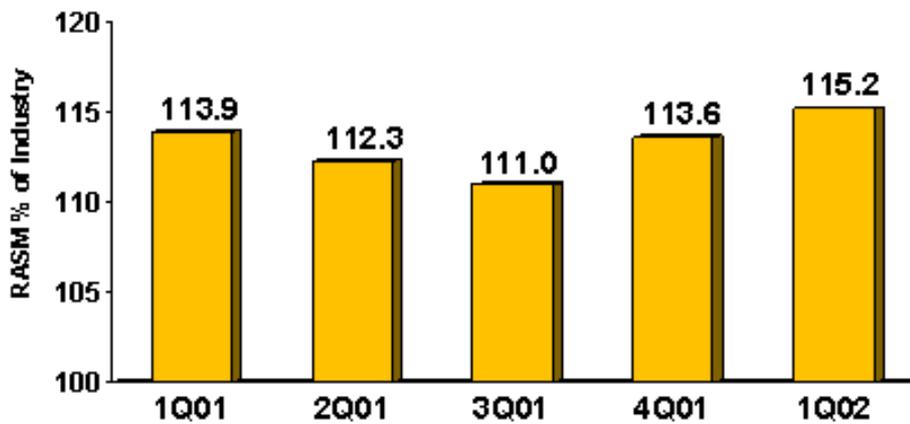
Load Factor Premium to the Industry



Source: Company Reports; Industry = AA, AS, CO, DL, HP, NW, UA, US, WN

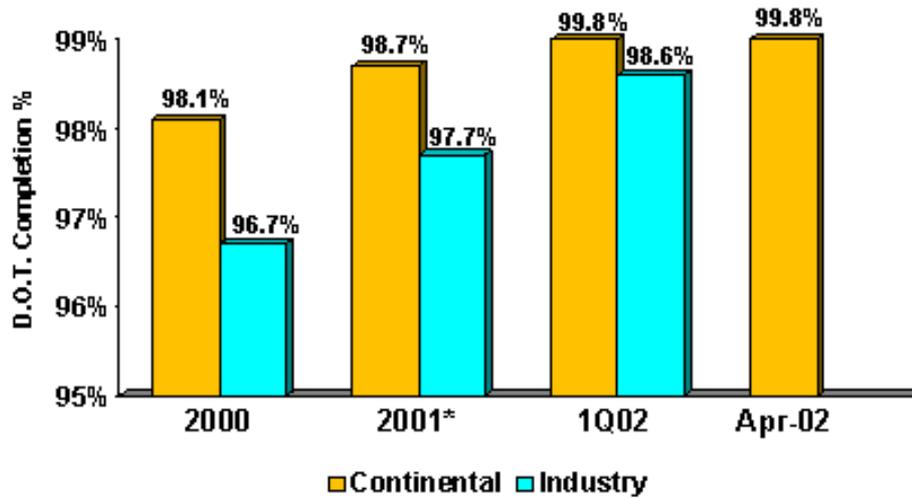
CO Continues RASM Premium

(Length of Haul Adjusted)



Domestic Data per ATA Definitions
Excludes Southwest Airlines
Based on Net RASM

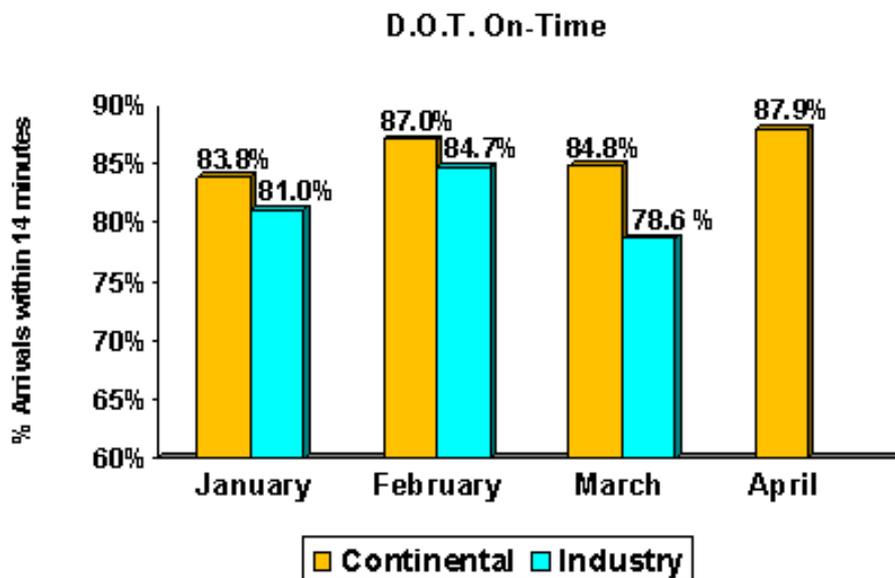
Exceptional Completion Factor



Industry data per D.O.T. ATCR definition

*Non-weighted average; data excludes Sept 11-30

Superb Operating Performance



Industry data per D.O.T. ATCR definition

Industry Leading Product

Consistent Customer Satisfaction



2002
Best Elite-Level Program



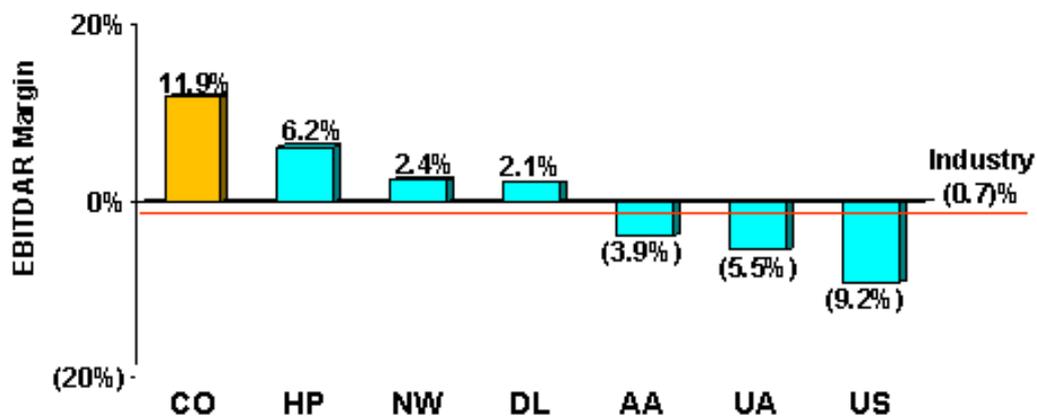
Great Employees - Great Place to Work
Only Airline to make *Fortune's* 2002 List



Fourth Year in a Row

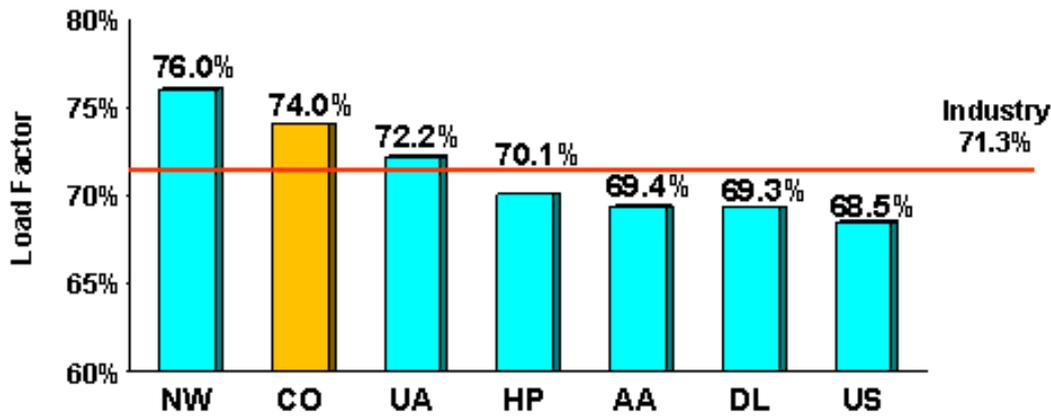
Larry Kellner President

EBITDAR Margin Higher Than Industry First Quarter 2002

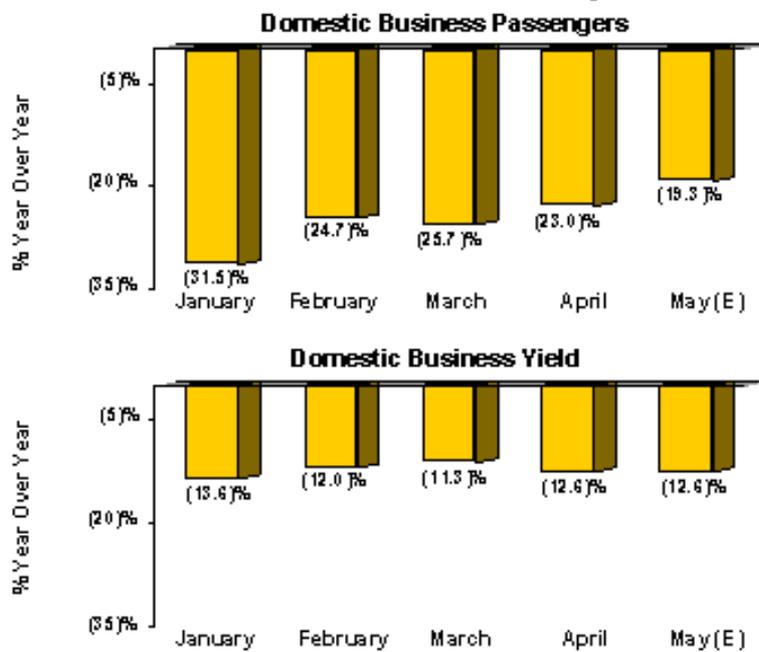


EBITDAR Margin = (Operating Income + Depreciation & Amortization + Aircraft Rentals) / Operating Revenue
Excludes non-recurring items

Load Factor Among Best First Quarter 2002

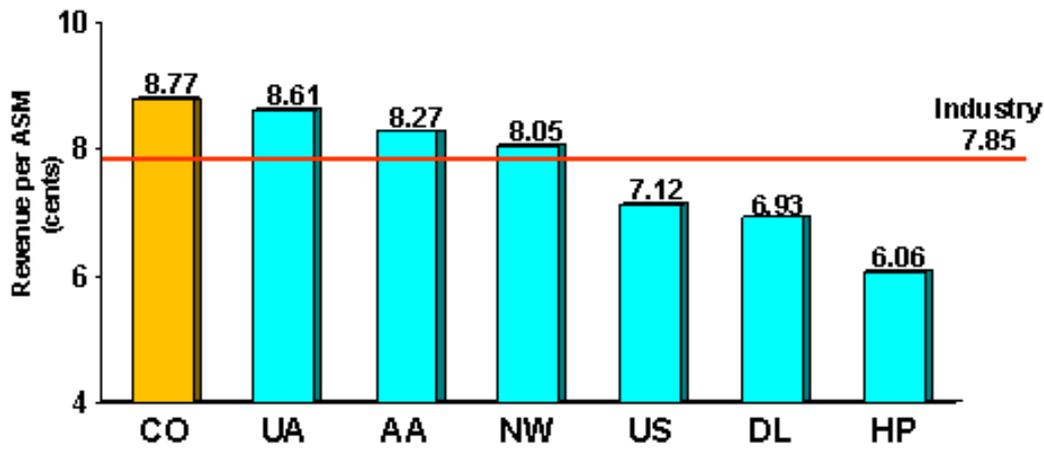


Return of Business Traveler Slow And Yields Remain Depressed

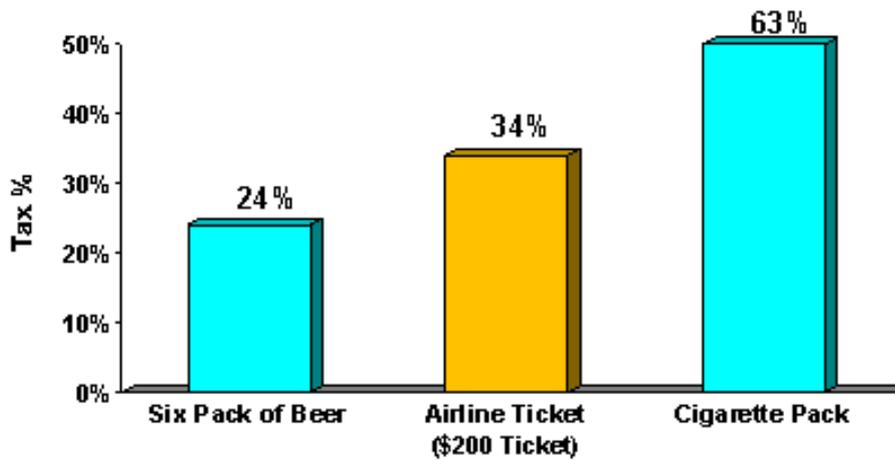


Best System RASM First Quarter 2002

(Length of Haul Adjusted)



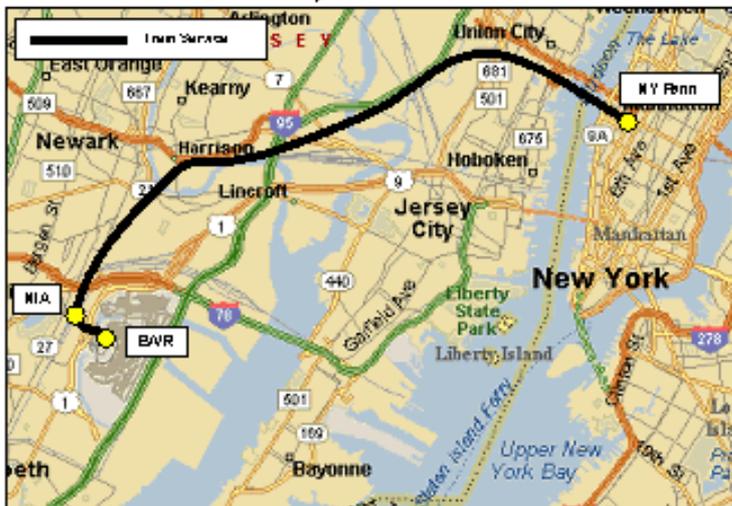
Is It a Sin To Fly?



Source: ATA Tax Report; Americans For Tax Reform



AirTrain to Newark Less Hassle, Quicker Service

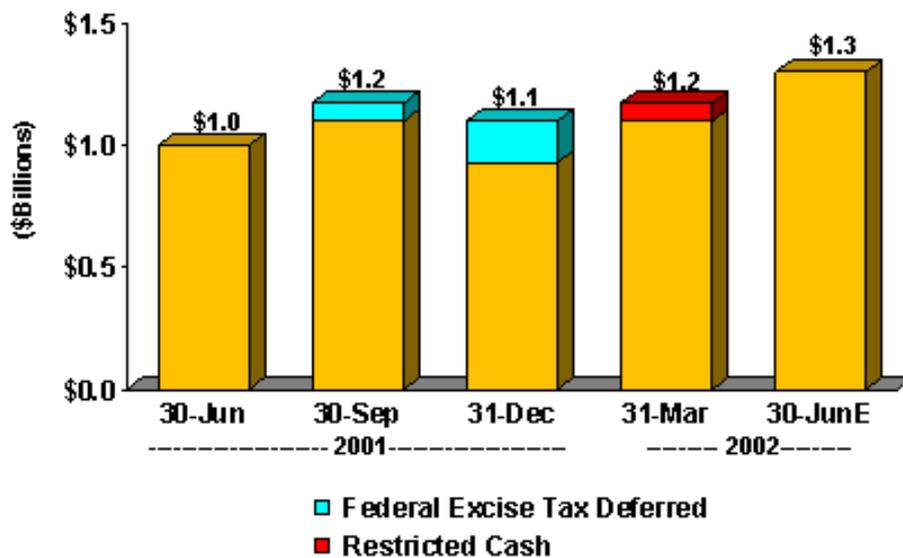


	<u>Est. Travel Time*</u>	<u>Cost</u>
Private Car Service	1 Hr 15 Min.	\$50-\$75
Direct Rail Service	30 Min.	\$11

*between 5-6:30p

Jeff Misner
Senior Vice President & CFO

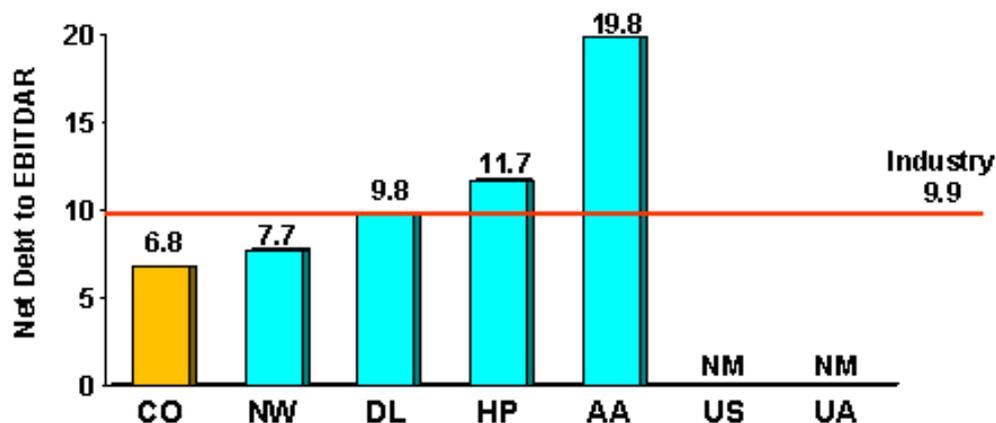
Targeted Cash Balance of \$1.5 Billion



Liquidity Enhanced Through Efficient Access to Capital Markets

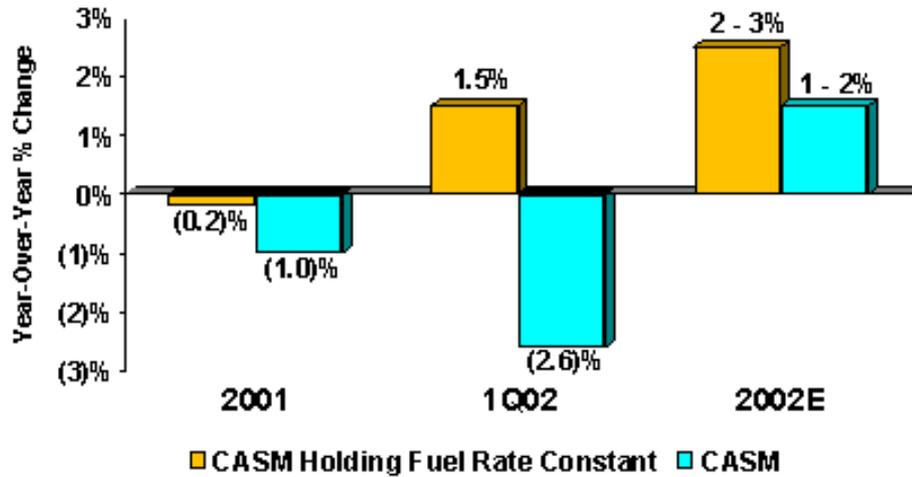
Equity Offering – 7.75M Shares	\$175 M
Convertible Debt – 4.5% due 2007	\$200 M
ExpressJet IPO – 30M Shares @ \$16	<u>\$480 M</u>
Total Additional Liquidity	<u>\$855 M</u>
Annual Interest Cost	<u>\$9M</u>

Lowest Net Debt to EBITDAR

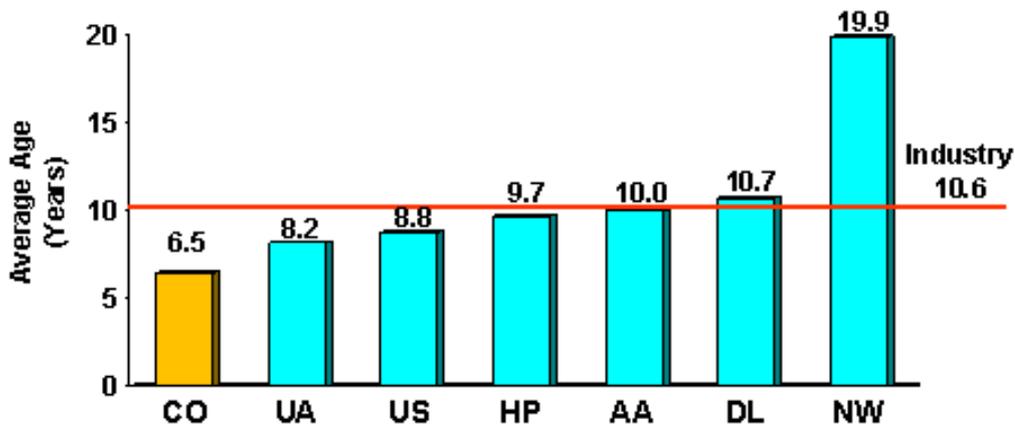


Balance sheet data as of 3/31/02. EBITDAR is for LTM ended 3/31/02.
 Ratios include capitalized aircraft operating leases
 US and UA's Net Debt to EBITDAR of 117.1 and (146.9) was considered NM
 Industry Net Debt to EBITDAR excludes UA and US

Costs are Being Managed

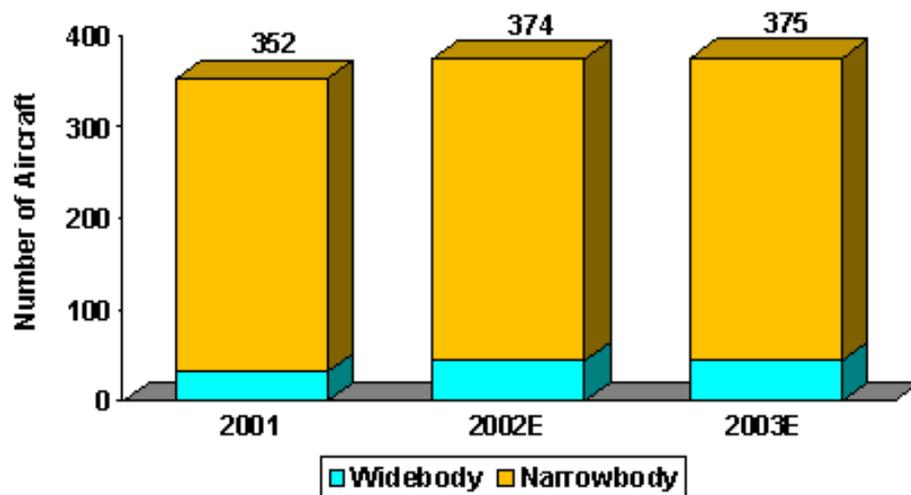


The Youngest Jet Fleet March 2002



Source : Company Reports and BACK Information Services

Fleet and Facility Projects Fully Financed



	<u>Financing Status</u>	<u>Avg. Interest Rate</u>
• Newark Global Gateway	Done	6.55%
• Cleveland Hopkins Regional Jet Terminal	Done	5.50%
• Houston Airport Terminal E	Done	6.99%

ExpressJet IPO – XJT NYSE

- Largest U.S. Airline IPO Ever
- 30 Million Shares Sold at \$16.00 per Share
- 34 Million Shares Held by Continental (53.1%)
- Total Net Proceeds of \$450 Million
- \$150 Million to Fund Continental Pension Plan
- Minority Interest on Continental Income Statement (47% of XJT Net Income)

**Gordon Bethune
Chairman & CEO**

Continental Airlines

- **Leading by Every Measure of Success**
- **Adequate Liquidity for the Future and \$425M of XJT stock**
- **The Best Team in the Business**

