

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): **February 1, 2005**

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 7.01. Regulation FD Disclosure.

We are furnishing herewith information being presented by one of our executive officers on February 2, 2005 at the JP Morgan Annual High Yield Conference. The presentation information is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information presented 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 read the risk factors set forth in the Company's 2003 10-K and its other securities filings, which identify important risks and uncertainties such as the consequences of failing to obtain the \$500 million reduction in annual payroll and benefit costs by February 28, 2005, terrorist attacks, domestic and international economic conditions, the significant cost of aircraft fuel, labor costs, competition and industry conditions including the demand for air travel, airline pricing environment and industry capacity decisions, regulatory matters and the seasonal nature of the airline business. In addition to the foregoing risks, there can be no assurance that the Company will be able to achieve the needed cost savings and revenue enhancements and payroll and benefits reductions discussed in the presentation, which will depend, among other matters, on successful discussions with employees and their representatives, and other third parties. We undertake no duty or obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this report.

Item 9.01. Financial Statements and Exhibits.

a. Exhibits

99.1 Presentation Information

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.

February 1, 2005

By /s/ Jennifer Vogel

Jennifer L. Vogel

Senior Vice President, General Counsel
and Secretary

EXHIBIT INDEX

99.1 Presentation Information



**JPMorgan Annual
High Yield Conference
February 2, 2005**

Continental Airlines

Please note that the discussion today contains 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. We undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this presentation.

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

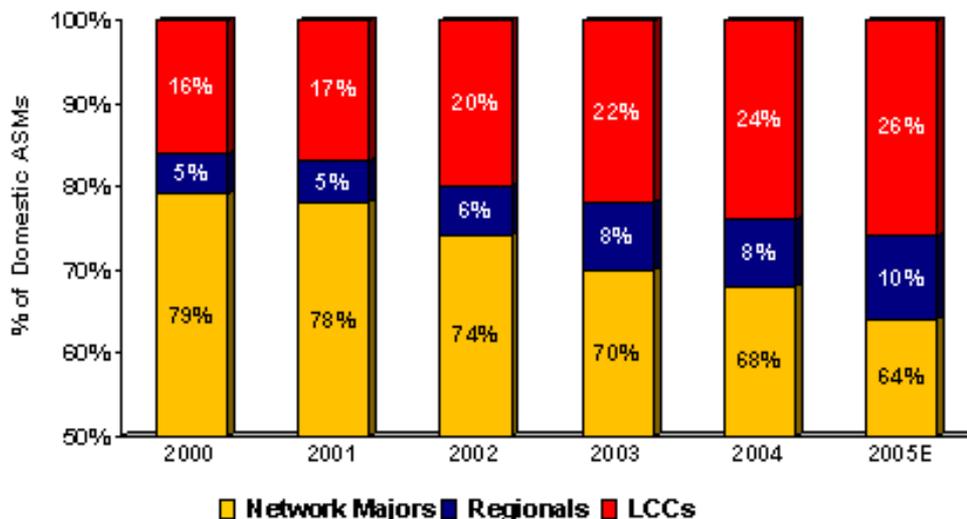
In this presentation we discuss non-GAAP financial measures such as Cost Per Available Seat Mile excluding special charges. Comparable GAAP financial measures and a reconciliation of GAAP financial measures to non-GAAP financial measures will be presented at the end of this presentation.

Intense Challenges Facing the Industry

- Increased competition, excess supply, weak revenue environment
- High fuel prices
- Burdensome taxes, fees and security costs

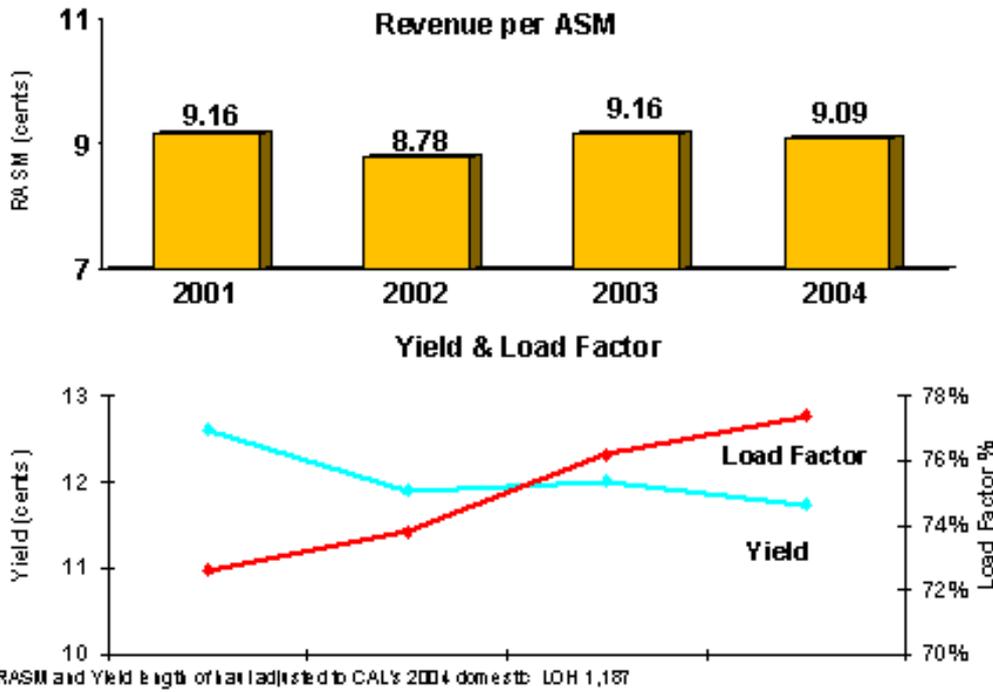
LCCs Expanded Growth

Domestic Market Share

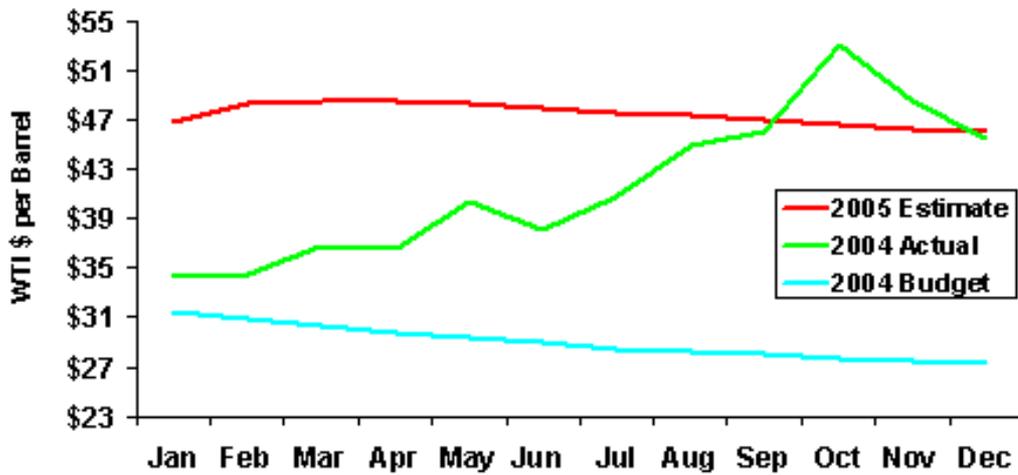


Network major airlines include: ALK, AMR, CAL, DAL, NWAC, UAIR, UAL; LCCs include: AAI, ATA, AWA, FLYI, FRNT, JB LU, LUV
Regionals include: AMR Eagle, ASA, ACA, COMAIR, Continental Express, Mesa, Mesaba, Pinnacle, SkyWest & US Express
ASM data derived from information disclosed in SEC filings, news releases, and earnings calls

Domestic Revenue Environment



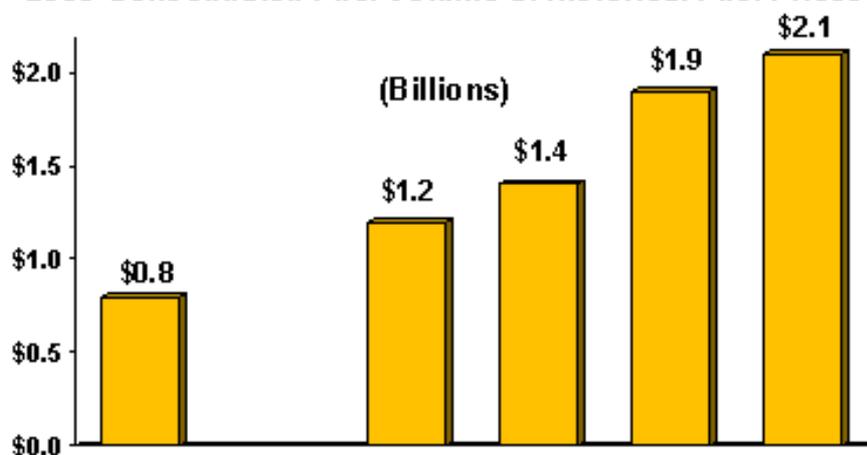
2005 Fuel Price Outlook



Based on 2005 E consolidated fuel gas consumption; fuel cost per gal estimates exclude related taxes on fuel. 2005 WTI \$ per barrel estimate based on WTI forward strip as of 1/31/2005.

Record High Fuel Prices Significantly Impact Pre-Tax Profit

2005 Consolidated Fuel Volume at Historical Fuel Prices



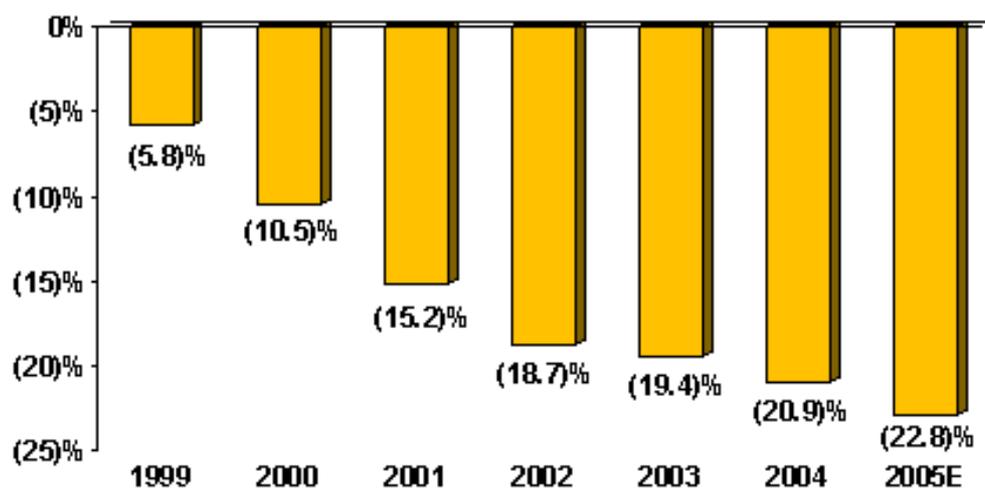
Average Fuel Price per Gallon (cents)	1998	2002	2003	2004	2005E
	46.83	69.97	87.18	114.84	126.70

Year	1998	2002	2003	2004	2005E
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2005E consolidated fuel gallon consumption at respective annual average fuel price per gallon, excluding related fuel taxes.

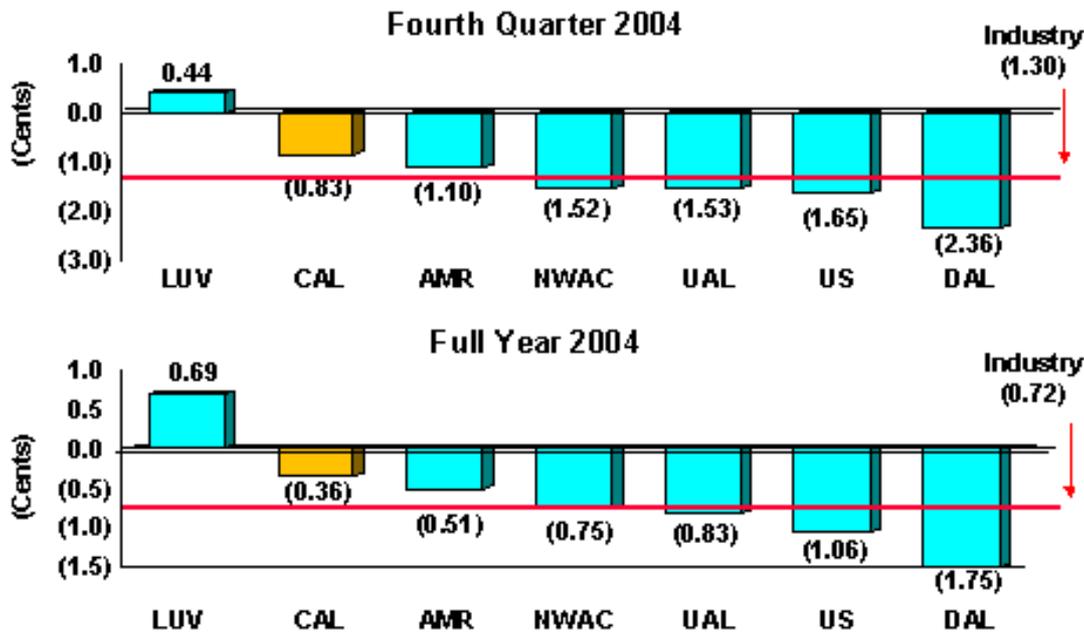
Young Fleet is Fuel Efficient

% Change in Consumption per ASM vs. 1998



Continental's Relative Performance Remains Strong

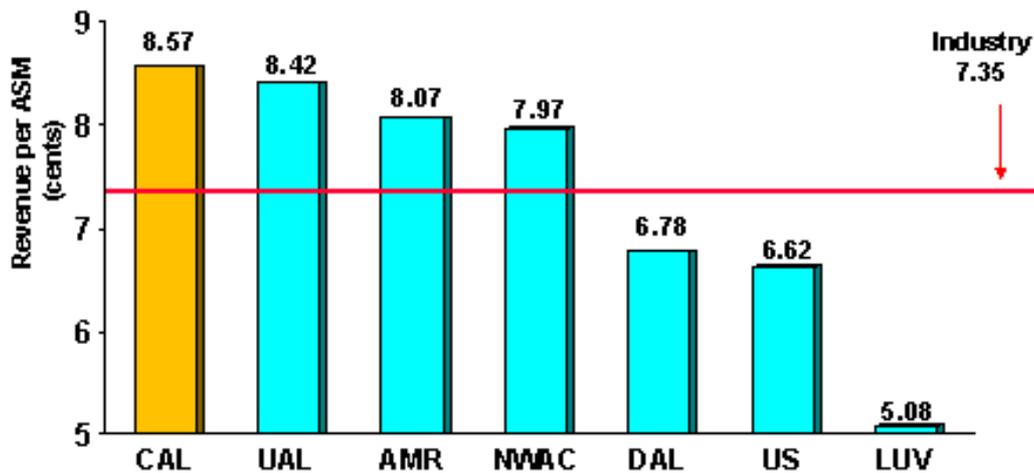
Pre-Tax Profit/(Loss) per Mainline Available Seat Mile



Pre-Tax/(Loss) reflects consolidated company data, excluding certain special items

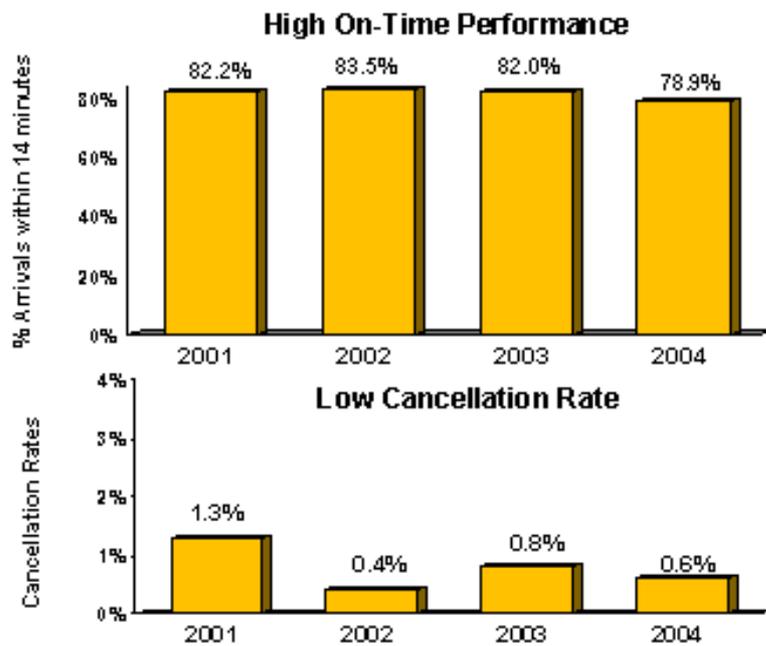
Best System RASM

Fourth Quarter 2004 (Length of Haul Adjusted)



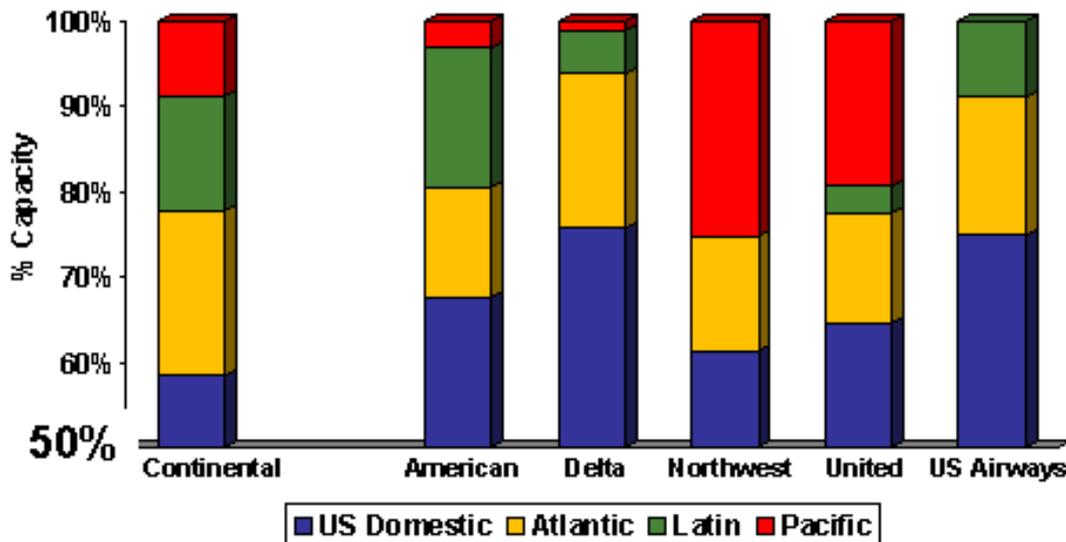
Length of haul adjusted to CAL's 4Q04 system LOH of 1554
RASM data derived from information disclosed in SEC filings

Consistently Delivering Superb Operating Results



Industry data per D.O.T. Air Traffic Consumer Reports for 2001; 2001 On-Time Arrivals is a 101-weighted average and excludes data for Sept. 11-30, 2001; 2001 Completion Factor excludes Sept. 2001 capacity reduction cancellations.

Focus on International Flying Being Globally Well-Balanced Mitigates a Weak Domestic Environment



Source: Company Reports

Increasing our Global Network

Official Member of SkyTeam

-giving customers a broad choice of 658 global destinations in more than 130 countries



Maintaining our Consistent Quality

Continental won top honors at the 2004 OAG Airline of the Year Awards including:

- Airline of the Year
- Best Airline Based in North America
- Best Executive/Business Class

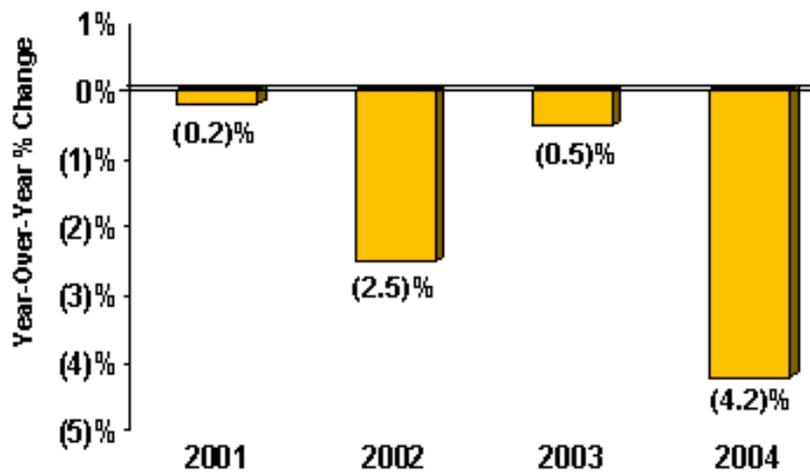


Management Transition (as of January 2005)

Name	Title	Years at Continental
Larry Kellner	Chairman & CEO	9 years
Jeff Smisek	President	9 years
Jim Compton	EVP, Marketing	9 years
Jeff Misner	EVP & CFO	9 years
Mark Moran	EVP, Operations	10 years
William Brunger	SVP, Network	18 years
Rebecca Cox	SVP, Government Affairs	15 years
Mark Erwin	SVP, Asia/Pacific and Corp. Development	28 years
David Hilfman	SVP, Sales	17 years
Gerry Laderman	SVP, Finance & Treasurer	16 years
Dante Marzette	SVP, Technical Operations and Purchasing	10 years
Deborah McCoy	SVP, Flight Operations	25 years
William Meehan	SVP, Airport Services	20 years
Holden Shannon	SVP, Global Real Estate and Security	9 years
Jennifer Vogel	SVP, General Counsel, Corp. Compliance Officer and Secretary	9 years
Ned Walker	SVP, Worldwide Corp. Communications	17 years

Continued Focus on Cost Containment

Cost per Available Seat Mile Holding Fuel Rate Constant

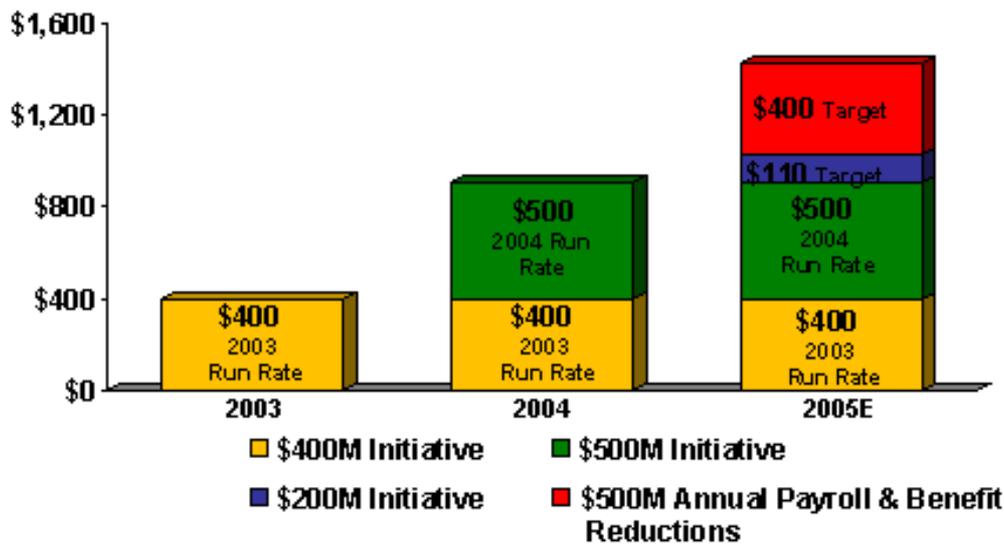


**First Quarter 2005 CASM holding fuel rate constant
estimated to be down approximately 1% yoy**

Data excludes special items

Substantial Progress on Cost Savings Initiatives

Revenue Generating/Cost Saving Initiatives
Pre-Tax Net Benefit (\$ Millions)



Consolidated company data reflected for 2003

Successful Rate Renegotiation with ExpressJet

Strong Partnership Continues



- Prevailing margin remains at 10%
 - Completion factor incentives may drive margin above 10%
 - ExpressJet will not be penalized for a controllable completion factor above 99.5%
- Scheduled block hour rates approximately 2% lower than estimated 2004 cost

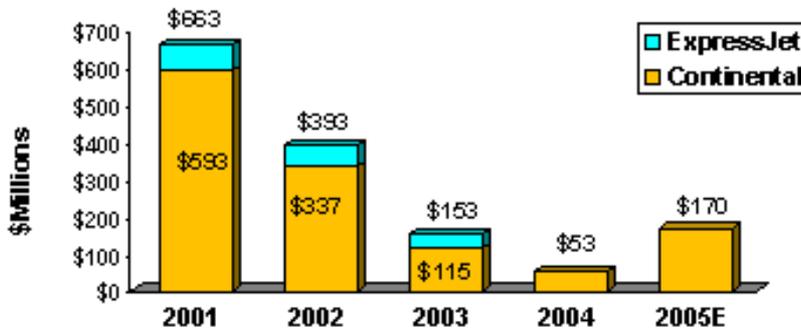
Definitive documents pending execution

...

Long Term Infrastructure Projects Financed

- 247 New Boeing Aircraft (1997-2004), \$10.1 Billion at effective interest rate of approximately 6.2%
- Newark Liberty Global Gateway, \$978 Million at 6.60%
- Houston Terminals B/C/E, \$559 Million at 6.63%
- Cleveland Terminal D, \$75 Million at 5.59%

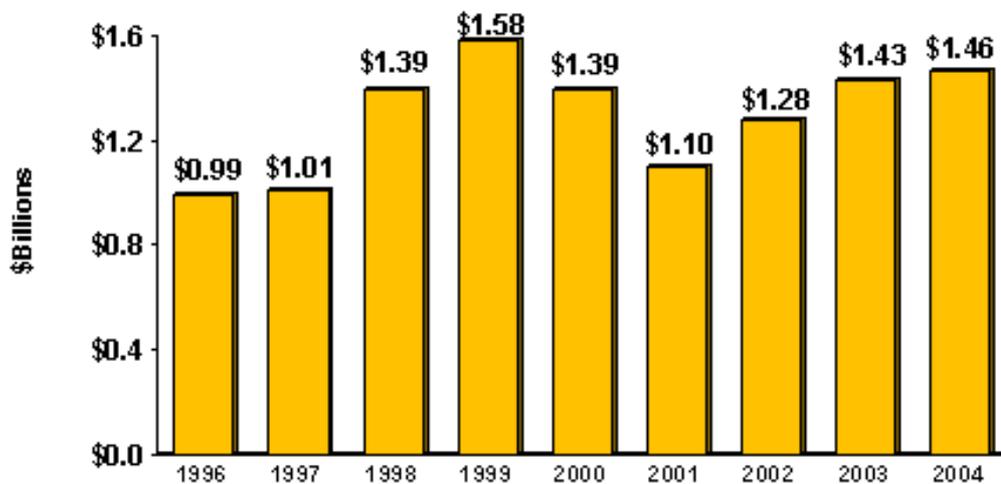
Cash Capital Expenditures



Cash Capex includes fleet tie-top purchase deposits, non-fleet items, rotatable parts and capitalized interest

Liquidity Remains Strong

Year-End Unrestricted Cash and Short-Term Investments



Data includes cash and short-term investments, excludes restricted cash

Non-GAAP to GAAP Reconciliations

Non-GAAP to GAAP Reconciliation

Fourth Quarter 2004 Consolidated Income / (Loss) before Income Taxes and Minority Interest
(Pre-Tax Profit/(Loss)) per Available Seat Mile (ASM):

(Millions)	LUY	CAL	AMN	NNAC	UAL	UNR	UAL	Industry
Pre-tax Profit/(Loss)								
GAAP	\$ 39	\$ (208)	\$ (937)	\$ (411)	\$ (442)	\$ (288)	\$ (2,919)	\$ (9,908)
Special Items Excluded	-	32	(38)	81	(111)	24	1,540	1,488
Non-GAAP	\$ 39	\$ (176)	\$ (975)	\$ (330)	\$ (553)	\$ (264)	\$ (1779)	\$ (2,448)
ASMs - Millions	20,220	20,378	42,908	22,989	38,081	19,000	92,714	133,748
Pre-tax Profit/(Loss) per ASM								
GAAP (cents)	0.44	(0.99)	(0.90)	(1.79)	(1.23)	(1.59)	(17.07)	(2.07)
Non-GAAP (cents)*	0.44	(0.86)	(1.10)	(1.52)	(1.53)	(1.39)	(2.00)	(1.90)

*These financial measures provide management and investors the ability to measure and monitor the industry's performance on a consistent basis.

Non-GAAP to GAAP Reconciliation

Full Year 2004 Consolidated Income / (Loss) before Income Taxes and Minority Interest (Pre-Tax Profit/(Loss)) per Available Seat Mile (ASM):

(\$Millions)	LUV	CAL	AMR	NNAC	UAL	UAT	UAL	Industry
Pre-Tax Profit/(Loss):								
GAAP	\$ 490	\$ (440)	\$ (781)	\$ (847)	\$ (1,099)	\$ (820)	\$ (9,992)	\$ (1,209)
Special Items Excluded	41	120	(125)	105	(175)	50	1,111	1,301
Non-GAAP	\$ 531	\$ (320)	\$ (906)	\$ (742)	\$ (1,274)	\$ (770)	\$ (8,881)	\$ (79)
ASMs - Available (Millions)	78,381	34,872	174,015	21,978	145,981	59,220	129,974	755,431
Pre-Tax Profit/(Loss) per ASM:								
GAAP (cents)	0.64	(0.52)	(0.44)	(0.38)	(0.71)	(1.38)	(9.07)	(0.25)
Non-GAAP (cents)*	0.68	(0.38)	(0.51)	(0.35)	(0.87)	(1.30)	(7.15)	(0.12)

*These financial measures provide management and investors the ability to measure and monitor the industry's performance on a consistent basis.

Non-GAAP to GAAP Reconciliation

Fourth Quarter Length of Haul Adjusted Revenue per Available Seat Mile (RASM):

RASM formula: Yield * Load Factor

Length of Haul (LOH) formula: (Revenue Passenger Miles (RPMs) / Enplanements) * 1,000.

LOH Adjusted RASM formula: RASM * (Carrier's LOH / CAL's LOH) * 0.5

	Yield (cents)	Load Factor%	RASM (cents)	RPMs (Millions)	Enplanements (Thousands)	LOH	LOH Adjusted RASM*
CAL	11.00	77.9%	8.57	16,268	10,470	1,554	8.57
UAL	10.65	77.2%	8.23	27,853	17,105	1,628	8.42
AMR	11.32	74.3%	8.41	31,893	22,310	1,430	8.07
NNAC	11.01	78.7%	8.67	18,087	13,775	1,313	7.97
DAL	10.74	74.3%	7.98	24,314	21,678	1,122	6.78
UAT	11.90	73.2%	8.71	9,511	10,571	900	6.62
LUV	12.08	65.0%	7.85	13,135	20,145	652	5.08
Industry	11.12	74.7%	8.31	141,062	116,096	1,215	7.35

Source: Company reports

*These financial measures provide management and investors the ability to measure and monitor the industry's performance on a comparable basis.

Non-GAAP to GAAP Reconciliation

CASM Holding Fuel Rate Constant to the Prior Year (CASM HFRC) – Mainline Jet
Operating Cost per ASM, excluding special items and adjusting average fuel price per gallon for the period to equal the average fuel price per gallon for the corresponding period in the prior year. Note: All amounts are for the mainline jet segment.

(Millions)	2001	2002	2003	2004
Operating Expenses – GAAP	\$7,792	\$7,640	\$7,334	\$8,170
Adjustment for Fuel Rate	<u>74</u>	<u>99</u>	<u>(216)</u>	<u>(668)</u>
Operating Expenses HFRC – Non-GAAP	\$7,866	\$7,739	\$7,118	\$7,802
Special Items Excluded	<u>301</u>	<u>(25)</u>	<u>73</u>	<u>(139)</u>
Operating Expenses HFRC Excluding Special Items – Non-GAAP	\$8,167	\$7,488	\$7,191	\$7,663
Available Seat Miles (in Millions)	84,485	80,122	78,385	84,612
CASM HFRC (cents) – Non-GAAP	9.31	9.65	9.08	9.21
CASM HFRC Excluding Special Items (cents) – Non-GAAP*	9.67	9.34	9.17	9.05
Corresponding Prior Year Period				
CASM Excluding Special Items (cents) – Non-GAAP*	9.68	9.58	9.22	9.45
Year-over-Year % Change	(0.2%)	(2.5%)	(0.5%)	(4.2%)

*These financial measures provide management and investors the ability to measure and monitor Continental's performance on a consistent basis.



Continental Airlines

Focusing on Our Core Strategic Strengths

- **Dedicated, productive workforce and employee relations that are the envy of the industry**
- **Modern facilities in strategically located hubs**
- **Young, fuel-efficient fleet offers permanent fuel savings (23% fuel burn savings over 1998 = approx. \$510M)**
- **Most consistent, reliable product in the U.S.**
- **RASM premium (since 1998)**
- **Sky Team membership completes strong global network and ensures long-term access to worldwide markets**
- **Continental is committed to achieving a CASM that is competitive with the industry**

