

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Nocella Andrew P</u>			2. Issuer Name and Ticker or Trading Symbol <u>United Continental Holdings, Inc. [ UAL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Commercial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>P. O. BOX 66100 HDQLD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHICAGO</u>	(State) <u>IL</u>	(Zip) <u>60666</u>						

**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	02/27/2019		M <sup>(1)(2)</sup>		8,856	A	\$0.00	29,142	D	
Common Stock	02/27/2019		F <sup>(3)</sup>		3,920	D	\$87.6	25,222	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	(4)	02/27/2019		M <sup>(1)</sup>		8,856		(2)	(2)	Common Stock	8,856	\$0.00	8,856	D	
Restricted Stock Units	(4)	02/27/2019		A		10,703		(5)	(5)	Common Stock	10,703	\$0.00	10,703	D	

**Explanation of Responses:**

- Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.
- The RSUs were granted on February 27, 2017 and vest in three installments of 8,856 RSUs on February 27, 2018, 8,856 RSUs on February 27, 2019 and 8,856 RSUs on February 27, 2020.
- This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting an award granted on February 27, 2017.
- Each RSU represents the economic equivalent of one share of UAL common stock and is settled in shares of UAL common stock upon vesting.
- The RSUs vest in three installments of 3,567 RSUs on February 28, 2020, 3,568 RSUs on February 28, 2021 and 3,568 RSUs on February 28, 2022.

**Remarks:**

/s/ Sarah Hagy for Andrew Nocella 03/01/2019

\*\* 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.

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