

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 28, 2002

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-09781

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 5. Other Events.

On February 28, 2002, Continental Airlines, Inc. issued a press release announcing that it would record a special charge in the first quarter of 2002 resulting from the permanent grounding and retirement of its DC-10-30 fleet. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

a. Exhibits

1. Press Release

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/ Jennifer L. Vogel

Jennifer L. Vogel

Vice President and General Counsel

February 28, 2002

EXHIBIT INDEX

1. Press Release

Continental Airlines  **News Release**

Contact: Corporate Communications

Houston: 713.324.5080

Email: corpcomm@coair.com

News archive: continental.com/news **Address:** P.O. Box 4607, Houston, TX 77210-4607

CONTINENTAL AIRLINES ANNOUNCES

\$52 MILLION AIRCRAFT RETIREMENT CHARGE

HOUSTON, Feb. 28, 2002 -- Continental Airlines (NYSE: CAL) today announced the permanent grounding and retirement of its DC-10-30 fleet, resulting in a special charge for leased aircraft of \$52 million (\$83 million before taxes).

An impairment charge for owned DC-10-30s was included in a special charge recorded by the company in the fourth quarter of 2001. The DC-10-30 fleet was temporarily grounded after the events of Sept. 11, 2001, while the company evaluated its long-term fleet plan.

The company also recently finalized an agreement with Boeing to defer certain aircraft deliveries to 2003 and beyond.

Continental offers its customers the youngest jet fleet in the industry, with an average age of 5.2 years. With the retirement of the DC-10-30 fleet, Continental now flies an international widebody fleet with an average age of only 1.8 years.

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