

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**CONTINENTAL AIRLINES, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**1600 Smith Street, Dept. HQSEO Houston, Texas**  
**77002**

(Address of principal executive offices)  
(Zip Code)

**74-2099724**

(I.R.S. Employer  
Identification)

**CONTINENTAL AIRLINES, INC.**  
**2004 EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the plan)

**Jennifer L. Vogel, Esq.**  
**Senior Vice President, General Counsel,**  
**Secretary and Chief Compliance Officer**  
**Continental Airlines, Inc.**  
**1600 Smith Street, Dept. HQSEO**  
**Houston, Texas 77002**  
**(713) 324-5000**

(Name and address of agent for service)  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share(1)</b>	<b>Proposed maximum aggregate offering price(1)</b>	<b>Amount of registration fee</b>
Class B Common Stock, par value \$.01 per share	3,500,000 Shares (2)(3)	\$9.27	\$32,445,000.00	\$1,810.43

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(1) Estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(h), using the average of the high and low prices of the Class B Common Stock on the New York Stock Exchange on June 11, 2009.

(2) Represents the additional number of shares of the Registrant's Class B Common Stock issuable under the Registrant's 2004 Employee Stock Purchase Plan. This registration statement also covers an indeterminate amount of additional shares issuable to prevent dilution in the event of stock splits, stock dividends or similar adjustments of the outstanding Class B Common Stock.

(3) In addition, pursuant to Rule 416(c), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 2004 Employee Stock Purchase Plan.

**STATEMENT UNDER GENERAL INSTRUCTION E  
REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by Continental Airlines, Inc. (the "Registrant" or the "Company") to register an additional 3,500,000 shares of Class B Common Stock of the Registrant, \$0.01 par value ("Common Stock"), reserved for issuance under the Registrant's 2004 Employee Stock Purchase Plan. The Registrant's Board of Directors and stockholders duly approved these additional shares. Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8, No. 333-113444 relating to the Registrant's 2004 Employee Stock Purchase Plan, including without limitation, periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant, are hereby incorporated in this Registration Statement by reference, except to the extent otherwise updated or modified by this Registration Statement.

**Part II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed with the Securities and Exchange Commission ("SEC") by the Registrant (Exchange Act File No. 1-10323), are incorporated herein by reference:

- (i) Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC on February 19, 2009;
- (ii) Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed with the SEC on April 24, 2009;
- (iii) Current Reports on Form 8-K (excluding any information furnished under Items 2.02 or 7.01 thereof) filed with the SEC on January 6, 2009, February 3, 2009, March 3, 2009, April 2, 2009, April 24, 2009, May 4, 2009, June 2, 2009 and June 12, 2009; and
- (iv) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A/A#5, as filed with the SEC on November 21, 2008, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 5. Interests of Named Experts and Counsel.**

Certain legal matters with respect to the Common Stock offered hereby are being passed upon by Jennifer L. Vogel, Senior Vice President, General Counsel, Secretary and Chief Compliance Officer of the Registrant. Ms. Vogel, as an employee of the Registrant, is eligible to participate in the Continental Airlines, Inc. 2004 Employee Stock Purchase Plan. Ms. Vogel is also a stockholder of the Registrant.

**Item 8. Exhibits.**

Reference is made to the Exhibit Index, which immediately precedes the exhibits filed with this Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 15, 2009.

### CONTINENTAL AIRLINES, INC.

By: /s/ Jennifer L. Vogel  
Jennifer L. Vogel  
Senior Vice President, General Counsel, Secretary and Chief  
Compliance Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 15, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u> Lawrence W. Kellner	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>*</u> Zane C. Rowe	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>*</u> Chris T. Kenny	Vice President and Controller (Principal Accounting Officer)
<u>*</u> Kirbyjon H. Caldwell	Director
<u>*</u> Douglas H. McCorkindale	Director
<u>*</u> Henry L. Meyer III	Director
<u>*</u> Oscar Munoz	Director
<u>*</u> Jeffery A. Smisek	Director
<u>*</u> Karen Hastie Williams	Director
<u>*</u> Ronald B. Woodard	Director
<u>*</u> Charles A. Yamarone	Director

\*By: /s/ Jennifer L. Vogel  
Jennifer L. Vogel, Attorney-in-Fact

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen Class B Common Stock Certificate of Continental - incorporated by reference to Exhibit 4.1 to Continental's Registration Statement on Form 8-A/A filed November 21, 2008.
5.1*	Opinion of Senior Vice President, General Counsel, Secretary and Chief Compliance Officer.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Senior Vice President, General Counsel, Secretary and Chief Compliance Officer, included in Exhibit 5.1.
24.1*	Powers of Attorney.

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\*Filed herewith.

June 15, 2009

Continental Airlines, Inc.  
1600 Smith Street, Dept. HQSEO  
Houston, Texas 77002

Ladies and Gentlemen:

I am Senior Vice President, General Counsel, Secretary and Chief Compliance Officer of Continental Airlines, Inc., a Delaware corporation (the "Company"). I have advised the Company in connection with the registration pursuant to a Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), of the proposed offering and sale of up to three million, five hundred thousand (3,500,000) additional shares (the "Shares") of the Company's Class B common stock, par value \$.01 per share, pursuant to the Company's 2004 Employee Stock Purchase Plan, as amended (the "Plan").

In this connection, I, or attorneys working under my direction, have examined the corporate records of the Company, including its Amended and Restated Certificate of Incorporation and its Amended and Restated Bylaws, each as amended to date, and minutes of meetings of its directors and certain committees thereof. I, or attorneys working under my direction, have also examined the Registration Statement, together with the exhibits thereto, the registration statement on Form S-8 (File No. 333-113444) filed on March 10, 2004 covering the registration of three million (3,000,000) shares of the Company's Class B common stock under the Plan, and such other documents as I have deemed necessary or appropriate for the purpose of expressing the opinion contained herein.

Based upon the foregoing, I am of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited in all respects to the federal securities laws of the United States of America and the General Corporation Law of the State of Delaware (including all applicable provisions of the Constitution of Delaware and the reported judicial decisions interpreting these laws). I express no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign, or to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are given as of the date hereof, and I undertake no, and hereby disclaim any, obligation to advise you of any change in any matter set forth herein.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the use of my name therein under the caption "Item 5. Interests of Named Experts and Counsel." In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ Jennifer L. Vogel

Jennifer L. Vogel  
Senior Vice President,  
General Counsel, Secretary and  
Chief Compliance Officer

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Continental Airlines, Inc. 2004 Employee Stock Purchase Plan of our reports dated February 18, 2009 (except for Note 1, as to which the date is April 24, 2009), with respect to the consolidated financial statements of Continental Airlines, Inc. included in the Current Report (Form 8-K) of Continental Airlines, Inc. dated April 24, 2009 and February 18, 2009, with respect to the effectiveness of internal control over financial reporting of Continental Airlines, Inc., included in the Annual Report (Form 10-K) of Continental Airlines, Inc. for the year ended December 31, 2008, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young

Houston, Texas  
June 12, 2009

## POWER OF ATTORNEY

The undersigned officer and/or director of Continental Airlines, Inc. (the "Company") does hereby constitute and appoint Jennifer L. Vogel, Lori A. Gobillot and James von Atzingen, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all acts and things in the undersigned's name and behalf in the undersigned's capacities as officer and/or director, and to execute any and all instruments for the undersigned and in the undersigned's name in the capacities indicated below which such person or persons may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the Registration Statement on Form S-8 relating to the additional 3,500,000 million shares of Class B common stock reserved for issuance under the Continental Airlines, Inc. 2004 Employee Stock Purchase Plan (the "Registration Statement"), including specifically, but not limited to, power and authority to sign for the undersigned in the capacity as a director and/or officer of the Company the Registration Statement and any and all amendments (including post-effective amendments) thereto, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

June 10, 2009

By: /s/ Kirbyjon H. Caldwell

Print Name: Kirbyjon H. Caldwell

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June 10, 2009

By: /s/ Lawrence W. Kellner

Print Name: Lawrence W. Kellner

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June 10, 2009

By: /s/ Chris T. Kenny

Print Name: Chris T. Kenny

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June 10, 2009

By: /s/ Douglas H. McCorkindale

Print Name: Douglas H. McCorkindale

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June 10, 2009

By: /s/ Henry L. Meyer III

Print Name: Henry L. Meyer III

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June 10, 2009

By: /s/ Oscar Munoz

Print Name: Oscar Munoz

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June 10, 2009

By: /s/ Zane C. Rowe

Print Name: Zane C. Rowe

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June 10, 2009

By: /s/ Jeffery A. Smisek

Print Name: Jeffery A. Smisek

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June 10, 2009

By: /s/ Karen Hastie Williams

Print Name: Karen Hastie Williams

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June 10, 2009

By: /s/ Ronald B. Woodard

Print Name: Ronald B. Woodard

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June 10, 2009

By: /s/ Charles A. Yamarone

Print Name: Charles A. Yamarone