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**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): **November 5, 2010**

**UNITED CONTINENTAL HOLDINGS, INC.  
UNITED AIR LINES, INC.  
CONTINENTAL AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
**Delaware**  
**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-06033**  
**001-11355**  
**001-10323**  
(Commission File Number)

**36-2675207**  
**36-2675206**  
**74-2099724**  
(IRS Employer  
Identification Number)

**77 W. Wacker Drive, Chicago, IL**  
(Address of principal executive offices)

**60601**  
(Zip Code)

**(312) 997-8000**  
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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On November 5, 2010, United Continental Holdings, Inc. issued a press release reporting the October 2010 operational performance of United Air Lines, Inc. and Continental Airlines, Inc., its wholly owned subsidiaries. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1*	Press Release issued by United Continental Holdings, Inc. dated November 5, 2010

\* Filed herewith electronically.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UNITED CONTINENTAL HOLDINGS, INC.**  
**UNITED AIR LINES, INC.**  
**CONTINENTAL AIRLINES, INC.**

By: /s/ Chris Kenny  
Name: Chris Kenny  
Title: Vice President and Controller

Date: November 5, 2010

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1*	Press Release issued by United Continental Holdings, Inc. dated November 5, 2010

\* Filed herewith electronically.

## News Release



United Continental Holdings, Inc.  
**Worldwide Media Relations**  
312.997.8640  
media.relations@united.com

713.324.5080  
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## **UNITED CONTINENTAL HOLDINGS REPORTS OCTOBER 2010 OPERATIONAL PERFORMANCE FOR UNITED AIRLINES AND CONTINENTAL AIRLINES**

**CHICAGO, Nov. 5, 2010** – United Continental Holdings, Inc. (NYSE: UAL) today reported October 2010 and year-to-date 2010 operational results for United Air Lines, Inc. and Continental Airlines, Inc.

On a combined basis, United and Continental's consolidated traffic (revenue passenger miles) in October 2010 increased 5.9 percent versus October 2009 on a consolidated capacity increase of 5.0 percent. The carriers' combined consolidated load factor increased 0.7 points compared to the same period last year.

October 2010 passenger revenue per available seat mile (RASM) estimates for United and Continental are presented based on historical income statement revenue classifications. For October 2010, United's consolidated RASM increased an estimated 13.0 to 14.0 percent compared to October 2009, while United's mainline RASM increased an estimated 14.0 to 15.0 percent compared to the same period last year. Continental's October consolidated RASM increased an estimated 15.5 to 16.5 percent compared to October 2009, while Continental's mainline RASM increased an estimated 17.0 to 18.0 percent compared to the same period last year.

In December, United Continental Holdings, Inc. will report United and Continental's November 2010 RASM estimate on a combined basis using an aligned presentation for passenger revenue based on final income statement classifications.

### **About United Continental Holdings, Inc.**

United Continental Holdings, Inc. (NYSE: UAL) is the holding company for both United Airlines and Continental Airlines. Together with United Express, Continental Express and Continental Connection, these airlines operate a total of approximately 5,800 flights a day to 371 airports on six continents from their hubs in Chicago, Cleveland, Denver, Guam, Houston, Los Angeles, New York/Newark Liberty, San Francisco, Tokyo and Washington, D.C. United and Continental are members of Star Alliance, which offers 21,000 daily flights to 1,160 airports in 181 countries. United's and Continental's more than 80,000 employees reside in every U.S. state and in many countries around the world. For more information about United Continental Holdings, Inc., go to [UnitedContinentalHoldings.com](http://UnitedContinentalHoldings.com). For more information about the airlines, see [united.com](http://united.com) and [continental.com](http://continental.com), and follow each company on Twitter and Facebook.

-tables attached-  
(more)

A STAR ALLIANCE MEMBER The Star Alliance logo features a stylized star with five points, each containing a different airline's logo.

**Combined United and Continental Pro Forma Preliminary Operational Results**

	October			Year-to-Date		
	2010	2009	Change	2010	2009	Change
<b>REVENUE PASSENGER MILES (000)</b>						
<b>North America</b>	<b>8,298,787</b>	<b>8,264,709</b>	<b>0.4%</b>	<b>81,846,298</b>	<b>83,197,637</b>	<b>-1.6%</b>
<b>International</b>	<b>7,391,028</b>	<b>6,642,240</b>	<b>11.3%</b>	<b>73,553,683</b>	<b>68,808,045</b>	<b>6.9%</b>
Atlantic	3,594,319	3,225,731	11.4%	33,935,880	32,279,448	5.1%
Pacific	2,761,033	2,466,377	11.9%	26,648,100	24,217,308	10.0%
Latin America	1,035,676	950,132	9.0%	12,969,703	12,311,289	5.3%
<b>Mainline</b>	<b>15,689,815</b>	<b>14,906,949</b>	<b>5.3%</b>	<b>155,399,981</b>	<b>152,005,682</b>	<b>2.2%</b>
<b>Regional</b>	<b>2,239,243</b>	<b>2,026,698</b>	<b>10.5%</b>	<b>21,862,558</b>	<b>19,235,112</b>	<b>13.7%</b>
<b>Consolidated</b>	<b>17,929,058</b>	<b>16,933,647</b>	<b>5.9%</b>	<b>177,262,539</b>	<b>171,240,794</b>	<b>3.5%</b>
<b>AVAILABLE SEAT MILES (000)</b>						
<b>North America</b>	<b>9,682,695</b>	<b>9,694,657</b>	<b>-0.1%</b>	<b>95,965,128</b>	<b>98,494,748</b>	<b>-2.6%</b>
<b>International</b>	<b>8,991,119</b>	<b>8,164,238</b>	<b>10.1%</b>	<b>88,488,777</b>	<b>87,228,395</b>	<b>1.4%</b>
Atlantic	4,368,780	3,793,434	15.2%	40,815,547	40,268,017	1.4%
Pacific	3,313,341	3,185,506	4.0%	31,636,463	31,614,914	0.1%
Latin America	1,308,998	1,185,298	10.4%	16,036,767	15,345,464	4.5%
<b>Mainline</b>	<b>18,673,814</b>	<b>17,858,895</b>	<b>4.6%</b>	<b>184,453,905</b>	<b>185,723,143</b>	<b>-0.7%</b>
<b>Regional</b>	<b>2,798,319</b>	<b>2,583,006</b>	<b>8.3%</b>	<b>27,683,445</b>	<b>25,067,112</b>	<b>10.4%</b>
<b>Consolidated</b>	<b>21,472,133</b>	<b>20,441,901</b>	<b>5.0%</b>	<b>212,137,350</b>	<b>210,790,255</b>	<b>0.6%</b>
<b>PASSENGER LOAD FACTOR</b>						
<b>North America</b>	<b>85.7%</b>	<b>85.3%</b>	<b>0.4pts</b>	<b>85.3%</b>	<b>84.5%</b>	<b>0.8pts</b>
<b>International</b>	<b>82.2%</b>	<b>81.4%</b>	<b>0.8pts</b>	<b>83.1%</b>	<b>78.9%</b>	<b>4.2pts</b>
Atlantic	82.3%	85.0%	-2.7pts	83.1%	80.2%	2.9pts
Pacific	83.3%	77.4%	5.9pts	84.2%	76.6%	7.6pts
Latin America	79.1%	80.2%	-1.1pts	80.9%	80.2%	0.7pts
<b>Mainline</b>	<b>84.0%</b>	<b>83.5%</b>	<b>0.5pts</b>	<b>84.2%</b>	<b>81.8%</b>	<b>2.4pts</b>
<b>Regional</b>	<b>80.0%</b>	<b>78.5%</b>	<b>1.5pts</b>	<b>79.0%</b>	<b>76.7%</b>	<b>2.3pts</b>
<b>Consolidated</b>	<b>83.5%</b>	<b>82.8%</b>	<b>0.7pts</b>	<b>83.6%</b>	<b>81.2%</b>	<b>2.4pts</b>
<b>ONBOARD PASSENGERS (000)</b>						
<b>Mainline</b>	<b>8,427</b>	<b>8,320</b>	<b>1.3%</b>	<b>83,462</b>	<b>85,871</b>	<b>-2.8%</b>
<b>Regional</b>	<b>4,001</b>	<b>3,750</b>	<b>6.7%</b>	<b>38,784</b>	<b>35,557</b>	<b>9.1%</b>
<b>Consolidated</b>	<b>12,428</b>	<b>12,070</b>	<b>3.0%</b>	<b>122,246</b>	<b>121,428</b>	<b>0.7%</b>
<b>CARGO REVENUE TON MILES (000)</b>						
<b>Total</b>	<b>266,974</b>	<b>256,666</b>	<b>4.0%</b>	<b>2,511,703</b>	<b>2,049,696</b>	<b>22.5%</b>
(more)						

### United Preliminary Operational Results

	October			Year-to-Date		
	2010	2009	Change	2010	2009	Change
<b>REVENUE PASSENGER MILES (000)</b>						
<b>North America</b>	<b>4,897,230</b>	<b>4,821,391</b>	<b>1.6%</b>	<b>48,268,771</b>	<b>49,232,185</b>	<b>-2.0%</b>
<b>International</b>	<b>3,960,587</b>	<b>3,611,550</b>	<b>9.7%</b>	<b>38,022,135</b>	<b>35,710,947</b>	<b>6.5%</b>
Pacific	2,014,503	1,819,380	10.7%	19,309,604	17,929,194	7.7%
Atlantic	1,697,820	1,581,667	7.3%	15,999,487	15,209,278	5.2%
Latin America	248,264	210,503	17.9%	2,713,044	2,572,475	5.5%
<b>Mainline</b>	<b>8,857,817</b>	<b>8,432,941</b>	<b>5.0%</b>	<b>86,290,906</b>	<b>84,943,132</b>	<b>1.6%</b>
<b>Regional</b>	<b>1,448,973</b>	<b>1,244,706</b>	<b>16.4%</b>	<b>13,785,724</b>	<b>11,468,865</b>	<b>20.2%</b>
<b>Consolidated</b>	<b>10,306,790</b>	<b>9,677,647</b>	<b>6.5%</b>	<b>100,076,630</b>	<b>96,411,997</b>	<b>3.8%</b>
<b>AVAILABLE SEAT MILES (000)</b>						
<b>North America</b>	<b>5,676,910</b>	<b>5,663,358</b>	<b>0.2%</b>	<b>56,537,073</b>	<b>58,497,282</b>	<b>-3.4%</b>
<b>International</b>	<b>4,816,594</b>	<b>4,396,710</b>	<b>9.5%</b>	<b>45,590,549</b>	<b>45,308,929</b>	<b>0.6%</b>
Pacific	2,403,855	2,301,698	4.4%	22,791,902	23,222,944	-1.9%
Atlantic	2,111,618	1,832,001	15.3%	19,420,991	18,724,058	3.7%
Latin America	301,121	263,011	14.5%	3,377,656	3,361,927	0.5%
<b>Mainline</b>	<b>10,493,504</b>	<b>10,060,068</b>	<b>4.3%</b>	<b>102,127,622</b>	<b>103,806,211</b>	<b>-1.6%</b>
<b>Regional</b>	<b>1,813,426</b>	<b>1,583,086</b>	<b>14.6%</b>	<b>17,480,188</b>	<b>14,922,494</b>	<b>17.1%</b>
<b>Consolidated</b>	<b>12,306,930</b>	<b>11,643,154</b>	<b>5.7%</b>	<b>119,607,810</b>	<b>118,728,705</b>	<b>0.7%</b>
<b>PASSENGER LOAD FACTOR</b>						
<b>North America</b>	<b>86.3%</b>	<b>85.1%</b>	<b>1.2pts</b>	<b>85.4%</b>	<b>84.2%</b>	<b>1.2pts</b>
<b>International</b>	<b>82.2%</b>	<b>82.1%</b>	<b>0.1pts</b>	<b>83.4%</b>	<b>78.8%</b>	<b>4.6pts</b>
Pacific	83.8%	79.0%	4.8pts	84.7%	77.2%	7.5pts
Atlantic	80.4%	86.3%	-5.9pts	82.4%	81.2%	1.2pts
Latin America	82.4%	80.0%	2.4pts	80.3%	76.5%	3.8pts
<b>Mainline</b>	<b>84.4%</b>	<b>83.8%</b>	<b>0.6pts</b>	<b>84.5%</b>	<b>81.8%</b>	<b>2.7pts</b>
<b>Regional</b>	<b>79.9%</b>	<b>78.6%</b>	<b>1.3pts</b>	<b>78.9%</b>	<b>76.9%</b>	<b>2.0pts</b>
<b>Consolidated</b>	<b>83.7%</b>	<b>83.1%</b>	<b>0.6pts</b>	<b>83.7%</b>	<b>81.2%</b>	<b>2.5pts</b>
<b>ONBOARD PASSENGERS (000)</b>						
<b>Mainline</b>	<b>4,664</b>	<b>4,668</b>	<b>-0.1%</b>	<b>45,612</b>	<b>47,601</b>	<b>-4.2%</b>
<b>Regional</b>	<b>2,517</b>	<b>2,281</b>	<b>10.4%</b>	<b>23,965</b>	<b>21,156</b>	<b>13.3%</b>
<b>Consolidated</b>	<b>7,181</b>	<b>6,949</b>	<b>3.3%</b>	<b>69,577</b>	<b>68,757</b>	<b>1.2%</b>
<b>CARGO REVENUE TON MILES (000)</b>						
<b>Total</b>	<b>165,383</b>	<b>161,185</b>	<b>2.6%</b>	<b>1,587,157</b>	<b>1,289,446</b>	<b>23.1%</b>

(more)

**United Preliminary Operational and Financial Results**

	<b>Change</b>
September 2010 year-over-year consolidated RASM change	13.8 Percent
September 2010 year-over-year mainline RASM change	14.5 Percent
October 2010 estimated year-over-year consolidated RASM change	13.0 - 14.0 Percent
October 2010 estimated year-over-year mainline RASM change	14.0 - 15.0 Percent

<b>October</b>	<b>2010</b>	<b>2009</b>	<b>Change</b>
On-Time Performance <sup>1</sup>	89.9%	81.7%	8.2 Points
Completion Factor <sup>2</sup>	99.5%	98.7%	0.8 Points

<sup>1</sup> Department of Transportation Arrivals within 14 minutes

<sup>2</sup> Mainline Segment Completion Percentage

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**Continental Preliminary Operational Results**

	October			Year-to-Date		
	2010	2009	Change	2010	2009	Change
<b>REVENUE PASSENGER MILES (000)</b>						
<b>North America</b>	<b>3,401,557</b>	<b>3,443,318</b>	<b>-1.2%</b>	<b>33,577,527</b>	<b>33,965,452</b>	<b>-1.1%</b>
<b>International</b>	<b>3,430,441</b>	<b>3,030,690</b>	<b>13.2%</b>	<b>35,531,548</b>	<b>33,097,098</b>	<b>7.4%</b>
Atlantic	1,896,499	1,644,064	15.4%	17,936,393	17,070,170	5.1%
Latin America	787,412	739,629	6.5%	10,256,659	9,738,814	5.3%
Pacific	746,530	646,997	15.4%	7,338,496	6,288,114	16.7%
<b>Mainline</b>	<b>6,831,998</b>	<b>6,474,008</b>	<b>5.5%</b>	<b>69,109,075</b>	<b>67,062,550</b>	<b>3.1%</b>
<b>Regional &amp; Other</b>	<b>790,270</b>	<b>781,992</b>	<b>1.1%</b>	<b>8,076,834</b>	<b>7,766,247</b>	<b>4.0%</b>
<b>Consolidated</b>	<b>7,622,268</b>	<b>7,256,000</b>	<b>5.0%</b>	<b>77,185,909</b>	<b>74,828,797</b>	<b>3.2%</b>
<b>AVAILABLE SEAT MILES (000)</b>						
<b>North America</b>	<b>4,005,785</b>	<b>4,031,299</b>	<b>-0.6%</b>	<b>39,428,055</b>	<b>39,997,466</b>	<b>-1.4%</b>
<b>International</b>	<b>4,174,525</b>	<b>3,767,528</b>	<b>10.8%</b>	<b>42,898,228</b>	<b>41,919,466</b>	<b>2.3%</b>
Atlantic	2,257,162	1,961,433	15.1%	21,394,556	21,543,959	-0.7%
Latin America	1,007,877	922,287	9.3%	12,659,111	11,983,537	5.6%
Pacific	909,486	883,808	2.9%	8,844,561	8,391,970	5.4%
<b>Mainline</b>	<b>8,180,310</b>	<b>7,798,827</b>	<b>4.9%</b>	<b>82,326,283</b>	<b>81,916,932</b>	<b>0.5%</b>
<b>Regional &amp; Other</b>	<b>984,893</b>	<b>999,920</b>	<b>-1.5%</b>	<b>10,203,257</b>	<b>10,144,618</b>	<b>0.6%</b>
<b>Consolidated</b>	<b>9,165,203</b>	<b>8,798,747</b>	<b>4.2%</b>	<b>92,529,540</b>	<b>92,061,550</b>	<b>0.5%</b>
<b>PASSENGER LOAD FACTOR</b>						
<b>North America</b>	<b>84.9%</b>	<b>85.4%</b>	<b>-0.5pts</b>	<b>85.2%</b>	<b>84.9%</b>	<b>0.3pts</b>
<b>International</b>	<b>82.2%</b>	<b>80.4%</b>	<b>1.8pts</b>	<b>82.8%</b>	<b>79.0%</b>	<b>3.8pts</b>
Atlantic	84.0%	83.8%	0.2pts	83.8%	79.2%	4.6pts
Latin America	78.1%	80.2%	-2.1pts	81.0%	81.3%	-0.3pts
Pacific	82.1%	73.2%	8.9pts	83.0%	74.9%	8.1pts
<b>Mainline</b>	<b>83.5%</b>	<b>83.0%</b>	<b>0.5pts</b>	<b>83.9%</b>	<b>81.9%</b>	<b>2.0pts</b>
<b>Regional &amp; Other</b>	<b>80.2%</b>	<b>78.2%</b>	<b>2.0pts</b>	<b>79.2%</b>	<b>76.6%</b>	<b>2.6pts</b>
<b>Consolidated</b>	<b>83.2%</b>	<b>82.5%</b>	<b>0.7pts</b>	<b>83.4%</b>	<b>81.3%</b>	<b>2.1pts</b>
<b>ONBOARD PASSENGERS (000)</b>						
<b>Mainline</b>	<b>3,763</b>	<b>3,652</b>	<b>3.0%</b>	<b>37,850</b>	<b>38,270</b>	<b>-1.1%</b>
<b>Regional &amp; Other</b>	<b>1,484</b>	<b>1,469</b>	<b>1.0%</b>	<b>14,819</b>	<b>14,401</b>	<b>2.9%</b>
<b>Consolidated</b>	<b>5,247</b>	<b>5,121</b>	<b>2.5%</b>	<b>52,669</b>	<b>52,671</b>	<b>0.0%</b>
<b>CARGO REVENUE TON MILES (000)</b>						
<b>Total</b>	<b>101,591</b>	<b>95,482</b>	<b>6.4%</b>	<b>924,546</b>	<b>760,250</b>	<b>21.6%</b>

(more)

### Continental Preliminary Operational and Financial Results

	Change
September 2010 year-over-year consolidated RASM change	19.3 Percent
September 2010 year-over-year mainline RASM change	21.1 Percent
October 2010 estimated year-over-year consolidated RASM change <sup>1</sup>	15.5 - 16.5 Percent
October 2010 estimated year-over-year mainline RASM change <sup>1</sup>	17.0 - 18.0 Percent

October	2010	2009	Change
On-Time Performance <sup>2</sup>	87.5%	75.1%	12.4 Points
Completion Factor <sup>3</sup>	99.9%	99.8%	0.1 Points

<sup>1</sup> Does not reflect the impact of the purchase accounting adjustments to be made in conjunction with the merger that closed on Oct. 1, 2010

<sup>2</sup> Department of Transportation Arrivals within 14 minutes

<sup>3</sup> Mainline Segment Completion Percentage

(more)

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### Combined United and Continental Pro Forma Preliminary Financial Results

	<b>Change</b>
October 2010 consolidated estimated average price per gallon of fuel, including fuel taxes	2.40 Dollars
Fourth Quarter 2010 consolidated estimated average price per gallon of fuel, including fuel taxes <sup>1</sup>	2.42 Dollars

<sup>1</sup> Excluding non-cash, net mark-to-market gains and losses

#### GAAP to Non-GAAP Reconciliations

Pursuant to SEC Regulation G, the Company has included the following reconciliation of reported non-GAAP financial measures to comparable financial measures reported on a GAAP basis. Since the Company did not apply cash flow hedge accounting prior to April 1, 2010, the Company believes that the net fuel hedge adjustments provide management and investors with a better perspective of its performance and comparison to its peers because the adjustments reflect the economic fuel cost during the periods presented and many of our peers apply cash flow hedge accounting. The non-cash mark-to-market gain/loss adjustment includes the reversal of prior period non-cash mark-to-market gain/loss related to September hedge settlements.

#### Combined United and Continental Pro Forma

	<b>October 2010</b>	<b>4Q 2010</b>
Consolidated fuel price per gallon (GAAP)	2.41 Dollars	2.43 Dollars
Less: Non-cash, net mark-to-market gains and (losses) per gallon	<u>(0.01) Dollars</u>	<u>(0.01) Dollars</u>
Consolidated fuel price per gallon excluding non-cash, net mark-to-market gains and losses	2.40 Dollars	2.42 Dollars

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