FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | OF CHANGE | S IN BENEFICIA | AL OWNERSHIP |
|------------------|------------------|----------------|---------------------|

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |

0.5

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| | Check this box if no longer subject to | | | | | | | |
|---|--|--|--|--|--|--|--|--|
| ١ | Section 16. Form 4 or Form 5 | | | | | | | |
| J | obligations may continue. See | | | | | | | |
| | Instruction 1(b). | | | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) <u>United Continental Holdings, Inc.</u> [UAL] **Garvey Jane C** Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 05/24/2018 P. O. BOX 66100 HDQLD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) X Form filed by One Reporting Person **CHICAGO** 60666 IL Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 5. Amount of 7. Nature of (Month/Day/Year) if any (Month/Day/Year) Beneficially (D) or Indirect (I) (Instr. 4) Beneficial Code (Instr. Owned Following Ownership (Instr. 4) 8) Reported

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

| 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. Transa Code (8) | | | | 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 | 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 | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Share Units | (1) | 05/24/2018 | | A | | 1,713 ⁽²⁾⁽³⁾ | | 05/24/2019 | 05/24/2019 | Common Stock | 1,713(3) | \$0.00 | 1,713 ⁽³⁾ | D | |

Explanation of Responses:

- 1. Each share unit was the economic equivalent of one share of common stock. Upon vesting, the share units are settled (i) 50% in cash based on average of the high and low sale prices of a share of the Company's common stock on the date of settlement (or the average of the high and low sale prices of the common stock on the preceding trading day if the settlement date is not a trading day) and (ii) 50% in shares of the Company's common stock, with any odd or fractional units rounded toward the share units to be settled in cash.
- 2. Additional share units accrue when and as dividends are paid on the Company's common stock. The number of share units accrued will be equal to the dollar amount of dividends that would be payable if the share units were actual shares of common stock, divided by the average of the high and low sale prices of a share of the Company's common stock on the date dividends are paid.
- 3. The original Form 4 filed on May 29, 2018 is amended by this Form 4 amendment to correct the number of shares reported on Table II, Columns 5, 7 and 9 from 2,855 share units to 1,713 share units. These share units were granted for the Reporting Person's service as Non-Executive Chairman

Remarks:

/s/ Sarah Hagy for Jane C. 05/28/2019 Garvey

Transaction(s)

(Instr. 3 and 4)

(A) or

(D)

Price

Amount

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.