

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 1

Continental Airlines, Inc.

-----  
(Name of Issuer)

Class B Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

210795308

-----  
(CUSIP Number)

December 31, 1998

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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CUSIP No. 210795308  
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13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman, Sachs & Co.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

New York

-----  
5. Sole Voting Power

Number of 0

Shares

-----  
6. Shared Voting Power

Beneficially

117,241

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

142,241

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

142,241

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

0.3%

-----  
12. Type of Reporting Person

BD-PN-IA

-----  
CUSIP No. 210795308  
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13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

The Goldman Sachs Group, L.P.

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2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

117,241

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

142,241

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

142,241

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.3%

-----  
12. Type of Reporting Person

HC-PN  
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- Item 4.           Ownership.  
                  Not applicable. This amendment to Schedule 13G is being filed to reflect that as of December 31, 1998, the percent of the class beneficially owned by Goldman, Sachs & Co. and The Goldman Sachs Group, L.P. did not exceed five percent.
- Item 5.           Ownership of Five Percent or Less of a Class.  
                  If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].
- Item 7.           Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
                  See Exhibit (99.2) as previously reported.
- Item 10.          Certification.  
                  By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 1999

THE GOLDMAN SACHS GROUP, L.P.

By: /s/ Hans L. Reich

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Name: Hans L. Reich  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Hans L. Reich

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Name: Hans L. Reich  
Title: Attorney-in-fact