#### 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):

April 15, 2003

### CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware 1-10323 74-2099724

(State or other jurisdiction (Commission File Number) (IRS Employer

of incorporation) 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 April 15, 2003, we issued a press release announcing our financial results for the first quarter of 2003, and provided a letter to investors and analysts presenting information relating to our financial and operational outlook for the second quarter of and for the full year 2003. The press release and letter are filed herewith as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

1. Press Release	
2. Letter to Investors and Analysts	
Item 9. Regulation FD Disclosure (including Item 12	2 information).
Pursuant to the interim guidance contained in SEC R this report is being furnished under this Item 9 and is	Release 34-47583, the information set forth in Item 5 and required by Item 12 of shereby incorporated herein by reference.
Item 12. Results of Operations and Financial Condit	ion.
The information set forth under Item 5 of this report	is hereby incorporated herein by reference.
	SIGNATURE
Pursuant to the requirements of the Securities Excha signed on its behalf by the undersigned hereunto dul	nge Act of 1934, Continental Airlines, Inc. has duly caused this report to be y authorized.
	CONTINENTAL AIRLINES, INC.
April 15, 2003	By /s/ Jennifer L. Vogel
April 13, 2003	
	Jennifer L. Vogel
	Vice President, General Counsel and Secretary

**EXHIBIT INDEX** 

Item 7. Financial Statements and Exhibits.

a. Exhibits

99.1

99.2

Press Release

Letter to Investors and Analysts



**Contact:** Corporate Communications

Houston: 713.324.5080

Email: corpcomm@coair.com

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

### **CONTINENTAL AIRLINES REPORTS FIRST QUARTER LOSS**

War, combined with higher fuel and security costs, degrades financial performance

HOUSTON, April 15, 2003 -- Continental Airlines (NYSE: CAL) today reported a first quarter net loss of \$221 million (\$3.38) diluted loss per share) including a previously announced after-tax special charge of \$41 million (\$.63 diluted loss per share) primarily related to the reduced market value of its MD-80 fleet and spare parts associated with grounded aircraft. The First Call estimate for the quarter was \$2.80 loss per share, or \$3.43 loss per share when adjusted for the special charge.

First quarter results were significantly impacted by the war in Iraq and its effect on fuel prices. Fuel prices were 63.7% higher, year over year, resulting in approximately \$135 million of additional fuel expense.

"In spite of the convergence of a war, domestic terrorism, SARS, a poor economy and high fuel prices, coupled with one of the highest tax burdens of any industry, we're going to make it across the finish line," said Gordon Bethune, Chairman and CEO. "Our strength is the unwavering integrity and professionalism of our employees and our product."

#### **First Quarter Revenue and Capacity Results**

First quarter passenger revenue was \$1.9 billion, unchanged from the same period last year. The airline's first quarter mainline jet capacity increased 0.7 percent compared to the first three months of 2002. Continental's mainline jet load factor in the first quarter of 2003 decreased 4.4 points to 69.6 percent, compared to the same period in 2002.

Continental outperformed the industry in cargo growth during the quarter, and the airline provided the U.S. military with capacity that exceeded its Civil Reserve Air Fleet (CRAF) commitment. These factors helped to drive a 40.5 percent increase in "Cargo, mail and other" revenue.

In March, in response to lower demand as a result of the war in Iraq and the outbreak of SARS, Continental reduced capacity on certain trans-Atlantic and Pacific routes and decreased capacity in its summer schedule by an additional two percent.

Continental maintained its domestic length-of-haul adjusted yield and revenue per available seat mile (RASM) premiums to the industry in spite of a decline in mainline jet RASM of 3.6 percent. Period to period comparisons of passenger revenue, RASM and available seat miles (ASMs) by geographic region for the company's mainline jet operations and Continental Express are shown below:

# Increase (Decrease) in First Quarter 2003 vs. First Quarter 2002

	Passenger Revenue	<u>RASM</u>	<u>ASMs</u>
Domestic	(5.1)%	(0.6)%	(4.5)%

Latin America	(2.3)%	(5.6)%	3.5 %
Trans-Atlantic	7.6 %	(6.6)%	15.2 %
Pacific	(3.0)%	(10.4)%	8.3 %
Total Mainline Jet Ops	(3.0)%	(3.6)%	0.7 %
Continental Express	23.8 %	(0.2)%	24.1 %

#### **Operational Results**

For the first three months of 2003, Continental reported a mainline jet on-time arrival rate of 82.1 percent and a completion factor of 98.8 percent, despite severe weather across Continental's system including the winter storm that paralyzed the northeastern U.S. over Presidents Day weekend. For the quarter, Continental reported 22 days without a single flight cancellation.

"Our employees did an outstanding job of keeping the airline running smoothly throughout the very tough winter weather we faced," said Larry Kellner, president and chief operating officer. "We expect to perform at optimum service levels throughout the busy summer season."

Just prior to the start of the war in Iraq, Continental implemented a Flexible Travel Policy that allows customers ticketed through May 18 to make a one-time change to their travel plans without incurring a change fee.

Continental implemented internet check-in for eTicketed customers traveling throughout the United States. The new service offered at continental.com allows customers without checked luggage to check in and obtain a boarding pass at their home or office and proceed directly to security at the airport.

In March, the U.S. Department of Transportation (DOT) completed its review of the marketing agreement among Continental, Delta and Northwest. The marketing agreement, when implemented, will bring consumers increased service levels and broader choices of destinations.

Continental recently began interline electronic ticketing with Delta and US Airways, allowing customers to use a single electronic ticket when their itineraries include travel on Continental and either of the two carriers. Delta and US Airways join the growing list of successful interline electronic ticketing agreements Continental has with Northwest, American, United, Alaska, Aloha and America West.

Continental began daily nonstop service between New York and Geneva on March 6. The new flight is the only nonstop service between the airline's New York hub at Newark Liberty International Airport and Geneva, headquarters to a host of international agencies and multinational corporations. Continental Express also initiated these routes during the first quarter: New York-Madison, New York-Augusta and Houston-Augusta.

Also during the first quarter, Continental began code-share service with SNCF French rail to facilitate connections beyond Paris/CDG, and started code-share flights with Cape Air in the Puerto Rico/Caribbean region.

Continental is the most admired international U.S. airline among *Fortune* magazine's annual list of America's Most Admired Companies. For the fourth consecutive year, Continental ranks No. 2 as the Most Admired U.S. Airline, and rates highest for the quality of its products and services. Continental also ranks No. 2 on the list of Most Admired Global Airlines, higher than any other U.S. airline on the list of global air carriers. Continental is the only U.S. airline on *Fortune's* Global All-Stars list, which ranks companies globally in a wide variety of industries.

In addition, for the sixth consecutive year, the airline was named to *Hispanic* magazine's Corporate 100: One Hundred Companies Providing the Most Opportunities for Hispanics.

#### **First Quarter Financial Results**

Note: Due to new SEC regulations, financial measures include special charges. Accordingly, cost per available seat mile (CASM) and consolidated breakeven passenger load factor include special items such as the \$41 million (\$65 million pre-tax) special charge recorded in March 2003 and discussed in the first paragraph.

Continental's mainline jet CASM increased 1.6 percent (4.5 percent decrease holding fuel rate constant) in the first quarter over the same period last year. CASM holding fuel rate constant provides management and investors the ability to measure and monitor Continental's performance absent fuel price volatility.

Aggressive cost-cutting measures and new revenue-generating activities implemented in late 2002 are leading to a \$400 million (pre-tax) improvement in annual operating results.

Continuing this push, in March, the company introduced additional measures designed to improve its current 2004 outlook by \$500 million (pre-tax), although the company has not yet identified all of the measures to achieve that goal. Continental expects these

measures to result in savings of more than \$100 million in the current year.

"We are not sitting idly by and waiting for the revenue picture to improve," said Jeff Misner, Continental's senior vice president and chief financial officer. "Our goal is to align our cost structure with the revenue environment that exists today."

As part of this initiative, the company continues to reduce its workforce. Continental recently announced it is in the process of eliminating more than 1,200 positions due to reduced demand. If demand continues to soften, additional capacity and staffing reductions may be necessary.

In the first quarter, the company cut its senior executive staff by more than 25 percent. Since Sept. 11, 2001, total management and clerical positions have been reduced by 21 percent, and operations positions - including pilots, flight attendants, agents, mechanics, etc. - have been pared by 15 percent.

Other initiatives include reducing distribution expenses by implementing a plan to more than double the utilization rate of continental.com, renegotiating contracts with key suppliers and airports, reducing reservation system booking fees, eliminating paper tickets worldwide by

June 30, 2004, and closing select city ticket offices.

The company ended the first quarter with \$1.18 billion in cash and short-term investments. Continental has hedged over 80 percent of its projected second quarter fuel volume with caps at an average weighted strike price of about \$33 per barrel of crude oil.

# **Corporate Background**

Continental Airlines is the fifth-largest airline in the U.S. offering more than 2,200 daily departures. With 130 domestic and 95 international destinations, Continental has the broadest global route network of any U.S. airline, including extensive service throughout the Americas, Europe and Asia. Continental has hubs serving New York, Houston, Cleveland and Guam. For more company information, visit continental.com.

Continental Airlines will conduct a regular quarterly telephone briefing today to discuss these results and the company's financial and operating outlook with the financial community at 9:30 a.m. CT/10:30 a.m. ET. To listen to a live broadcast of this briefing via the World Wide Web, go to continental.com/company.

This press release contains forward-looking statements that are not limited to historical facts, but reflect the Company's current beliefs, expectations or intentions regarding future events. All forward-looking statements involve risks and uncertainties that could cause actual results to differ from those in the forward-looking statements. For examples of such risks and uncertainties, please see the risk factors set forth in the Company's 2002 10-K and its other securities filings, which identify important matters such as terrorist attacks, domestic and international economic conditions, the significant cost of aircraft fuel, labor costs, competition and industry conditions including the demand for air travel, airline pricing environment and industry capacity decisions, regulatory matters and the seasonal nature of the airline business. In addition to the foregoing risks, there can be no assurance that the Company will be able to achieve the pre-tax contributions from the revenue-generating and cost-redu cing initiatives discussed in this press release, which will depend, among other matters, on customer acceptance and competitor actions. We undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this report.

-tables attached-

### CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES

#### FINANCIAL SUMMARY

(In millions of dollars, except per share data)

(Unaudited)

	Three Months		%
	Ended March 31,		Increase/
	<u>2003</u>	2002	( <u>Decrease</u> )
Operating Revenue:			
Passenger	\$1,872	\$1,872	0.0 %
Cargo, mail and other	<u>170</u>	<u>121</u>	40.5 %
	2,042	<u>1,993</u>	2.5 %
Operating Expenses:			
Wages, salaries and related costs	778	732	6.3 %

Aircraft fuel	347	208	66.8 %
Aircraft rentals	223	228	(2.2)%
Landing fees and other rentals	152	161	(5.6)%
Maintenance, materials and repairs	133	114	16.7 %
Depreciation and amortization	116	106	9.4 %
Reservations and sales	91	102	(10.8)%
Passenger services	70	77	(9.1)%
Fleet impairment and other special charges (a)	65	90	NM
Commissions	36	70	(48.6)%
Other	<u>255</u>	<u>292</u>	(12.7)%
	<u>2,266</u>	<u>2,180</u>	3.9 %
Operating Loss	<u>(224</u> )	_(187)	19.8 %
Nonoperating Income (Expense):			
Interest expense	(95)	(82)	15.9 %
Interest capitalized	7	11	(36.4)%
Interest income	5	5	0.0 %
Other, net	<u>(3)</u>	<u>(1)</u>	NM
	<u>(86</u> )	<u>(67</u> )	28.4 %
Loss before Income Taxes and	(310)	(254)	22.0 %
Minority Interest			
Income Tax Benefit	103	90	14.4 %
Minority Interest	(12)	-	NM
Distributions on Preferred Securities of	(2)	<u>(2)</u> (2)	0.0 %
Trust, net of tax			
Net Loss	\$ <u>(221)</u>	\$ <u>(166</u> )	33.1 %
Basic and Diluted Loss per Share	\$ <u>(3.38)</u>	\$ <u>(2.61</u> )	29.5 %
Shares used for Basic and Diluted Computation	65.3	63.5	2.8 %

NOTE: Certain reclassifications have been made to prior year amounts to conform to current year presentation.

a. The Company recorded \$65 million of special charges during the first quarter of 2003 primarily related to the impairment of its MD-80 fleet and spare parts associated with grounded aircraft. During the first quarter of 2002, the Company recorded \$90 million of special charges for the permanent grounding of its DC10-30 fleet.

# CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES

# STATISTICS

	Three	Months	%
	Ended March 31,		Increase/
	2003	2002	( <u>Decrease)</u>
Mainline Jet Operations (except as noted):			
Revenue passengers (thousands)	9,245	10,057	(8.1)%
Revenue passenger miles (millions)	13,274	14,032	(5.4)%
Available seat miles (millions)	19,076	18,951	0.7 %
Cargo ton miles (millions)	233	208	12.0 %
Passenger load factor:			
Mainline jet	69.6%	74.0%	(4.4) pts.
Domestic	71.1%	72.4%	(1.3) pts.
International	67.4%	76.8%	(9.4) pts.
Consolidated (a)	68.9%	73.0%	(4.1) pts.
Consolidated breakeven passenger load factor (a)(b)	84.5%	87.4%	(2.9) pts.
Passenger revenue per available seat mile (cents)	8.45	8.77	(3.6)%
Total revenue per available seat mile (cents)	9.31	9.40	(1.0)%
Average yield per revenue passenger mile (cents)	12.14	11.84	2.5 %
Cost per available seat mile (cents) including special charges	10.25	10.09	1.6 %
Special charge expense per available mile (cents)	0.34	0.48	NM
Cost per available seat mile including special charges, holding fuel rate constant (cents) (c)	9.64	10.09	(4.5)%
Average price per gallon of fuel, excluding fuel taxes (cents)	98.50	60.17	63.7 %
Average price per gallon of fuel, including fuel taxes (cents)	102.87	64.39	59.8%
Fuel gallons consumed (millions)	305	308	(1.0)%
Aircraft in fleet at end of period	362	364	(0.5)%
Average stage length (miles)	1,257	1,191	5.5 %
Continental Express:			
Revenue passenger miles (millions)	1,078	835	29.1 %

Available seat miles (millions)	1,767	1,424	24.1 %
Passenger load factor	61.0%	58.6%	2.4 pts.
Aircraft in fleet at end of period	200	170	17.6 %

- a. Includes Continental Express operations
- b. The percentage of seats that must be occupied by revenue passengers in order for us to break even on a net income basis. Special charges of \$65 million in 2003 and \$90 million in 2002 included in the consolidated breakeven load factor account for 3.0 and 4.9 percentage points, respectively.
- c. Cost per available seat mile holding fuel rate constant is computed by dividing operating cost by available seat miles, adjusting average fuel price per gallon for the most recent period to equal the average fuel price per gallon for the corresponding period in the prior year. This statistic provides management and investors the ability to measure and monitor Continental's cost performance absent fuel price volatility. Both the cost and availability of fuel are subject to many economic and political factors and therefore are beyond our control.

###



Diane Dayhoff Staff Vice President Finance 1600 Smith Street, HSQII Houston. Texas 77002

April 15, 2003

#### Dear Investors and Analysts:

Today Continental reported a first quarter net loss of \$221 million. These results include a charge of \$41 million (\$65 million pre-tax) primarily related to the reduced market value of its MD-80 fleet and spare parts associated with grounded aircraft.

Continental ended the first quarter with approximately \$1.18 billion in cash and short-term investments. It is anticipated that we will end the second quarter 2003 with a cash balance of approximately \$1.3 billion, which includes approximately \$175 million of refunded security fees resulting from the pending supplemental appropriations bill.

Our operating environment continues to be very volatile and it is hard to have a long term outlook going forward with respect to capacity. We have the ability to react fairly quickly to changing demand levels and will take advantage of that ability when we deem it appropriate. Our current capacity forecast as well as guidance for several other operating and financial statistics for the second quarter and full year 2003 can be found on Attachment A.

Continental removed four aircraft from service during the period and ended the quarter with 362 aircraft in its mainline jet operations. A copy of our current fleet plan is attached (Attachment B).

During the quarter, the Department of Transportation completed its review of our alliance with Delta and Northwest. When this alliance is implemented, we expect it to bring substantial benefits to our customers and to Continental.

For other information regarding Continental Airlines, please visit our website at continental.com. If you have any questions regarding this information, please do not hesitate to contact us.

Sincerely,

# Diane Dayhoff

This letter contains forward-looking statements that are not limited to historical facts, but reflect the company's current beliefs, expectations or intentions regarding future events. All forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. For examples of such risks and uncertainties, please see the risk factors set forth in the company's 2002 10-K and its other securities filings, which identify important matters such as terrorist attacks, domestic and international economic conditions, the significant cost of aircraft fuel, labor costs, competition and industry conditions including the demand for air travel, airline pricing environment and industry capacity decisions, regulatory matters and the seasonal nature of the airline business. We undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this letter.

# **Continental Airlines' Quarterly Update**

2003	Estimated
	Vaar O/ Chans

	<u>Year-over-Year %</u>		
<u>ASMs</u>	<u>2<sup>nd</sup> Qtr.(E)</u>	<u>Full Year(E)</u>	
Domestic	(6.0)%	(6.0)%	
Latin America	(2.0)%	1.5%	
Trans-Atlantic	(6.0)%	5.0%	
Pacific	(12.0)%	3.0%	
Total Mainline System	(6.0)%	(2.5)%	
Continental Express	33.5%	30.0%	

2003 Estimate

<b>Load Factor</b>	<u>2<sup>nd</sup> Qtr.(E)</u>	<u>Full Year(E)</u>
Continental	73 - 74%	73 - 74%
Continental Express	65 - 66%	64 - 65%

2003 Estimated Year-over-Year % Change

Mainline Jet Operating Statistics (a)	<u>2<sup>nd</sup> Qtr.(E)</u>	<u>Full Year(E)</u>
CASM	5 - 6%	4 - 5%
CASM Holding Fuel Price Constant (b)	3 - 4%	2 - 3%

2003 Estimate

Fuel Gallons Consumed2nd Qtr.(E)Full Year(E)Continental315 Million1,260 Million50 Million210 Million

Continental Express 80 - 83 cents 80 - 85 cents

Fuel Price (excluding fuel taxes)

Fuel Hedges% of Volume<br/>HedgedWtd. Average<br/>Strike Price of CapsSecond Quarter:55%<br/>27%\$32/Barrel

Second Quarter Total 81% \$33/Barrel

2003 Estimated Amounts

Selected Expense Amounts	<u>2<sup>nd</sup> Qtr.(E)</u>	<u>Full Year(E)</u>
Aircraft Rent	\$225 Million	\$895 Million
Landing Fees & Other Rentals	\$165 Million	\$665 Million
Depreciation & Amortization	\$110 Million	\$450 Million
Net Interest Expense	\$85 Million	\$330 Million
Dividends on Preferred Stock of Trust	\$2.4 Million	\$9.6 Million

**2003 Estimated Amounts** 

Cash Capital Expenditures	(\$Millions)
Fleet & Fleet Related	\$80
Non-Fleet	100
Rotable Parts & Capitalized Interest	<u>90</u>
Total	\$270
Net Purchase Deposits	<u>(20)</u>
	\$250

# **Continental Airlines, Inc. Quarterly Tax Computation**

Taxes on Consolidated Profit/(Loss)	Tax Rate of 36.8%	Debit /(Credit)
Tax Related to XJT Minority Interest	XJT NI x Ownership 53% x 36.8%	Debit
Permanent Tax Differences	\$ 3 Million	Debit
Total Tax	Sum of the Above	

Permanent tax differences are related to non-deductible per diems, meals and entertainment.

#### **EPS Estimated Share Count**

Share count estimates for calculating basic and diluted earnings per share at different income levels are as follows:

# Second Quarter 2003 (Millions)

Quarterly	Number of Shares		
<u>Earnings Level</u>	<u>Basic</u>	<u>Diluted</u>	Interest Addback
Over \$36	65.4	74.5	\$3.6
Between \$19 - \$36	65.4	70.4	\$1.4
Under \$19	65.4	65.4	

# Full Year 2003 (Millions)

Year-to-date	Number	of Shares	
Earnings Level	<u>Basic</u>	<u>Diluted</u>	Interest Addback
Over \$140	65.4	74.6	\$14.2
Between \$75 - \$140	65.4	70.4	\$5.7
Under \$75	65.4	65.4	

These share count charts are based upon several assumptions including market stock price and number of shares outstanding. The number of shares used in the actual EPS calculation will likely be different from those set forth above.

- a. Because it is impossible to forecast future special charges, Continental is unable to provide year-over-year forward looking guidance on a GAAP CASM basis. Therefore, this forward-looking guidance excludes any and all special charges in 2002 and the first quarter of 2003.
- b. Cost per available seat mile holding fuel rate constant is computed by dividing operating cost by available seat miles, adjusting average fuel price per gallon for the most recent period to equal the average fuel price per gallon for the corresponding period in the prior year. This statistic provides management and investors the ability to measure and monitor Continental's cost performance absent fuel price volatility. Both the cost and availability of fuel are subject to many economic and political factors and therefore are beyond our control.

# Continental Airlines Flexible Fleet Plan Includes Continental, Continental Micronesia and Continental Express April 15, 2003

Current Fleet Plan
(Firm Commitments Less Planned Retirements)

	Total	Net Inductions and Exits		Total
Jet	3/31/03	2Q03-4Q03E	2004E	YE 2004E
777-200ER 767-400ER 767-200ER 757-300 757-200 737-900 737-800 MD-80 737-700 737-300 737-500	18 16 10 4 41 12 77 28 36 56 64	-    4 (6)  (6) (1)	-  6   12 (14)  	18 16 10 10 41 12 93 8 36 50 63
Total	362	(9)	4	357
Regional Jet				
ERJ-145XR ERJ-145 ERJ-135	30 140 30	24  	21  	75 140 30
Total	200	24	21	245
Total Count	562	15	25	602

# Firm Commitments Less Planned Retirements and Other Lease Expirations

	Total	Net Inductions and Exits		Total
Jet	3/31/03	2Q03-4Q03E	2004E	YE 2004E
777-200ER 767-400ER 767-200ER 757-300 757-200 737-900 737-800 MD-80 737-700 737-300 737-500	18 16 10 4 41 12 77 28 36 56 64	-    4 (6)  (12) (1)	-  6   12 (14)  (12)	18 16 10 10 41 12 93 8 36 32 63
Total	362	(15)	(8)	339
Regional Jet				
ERJ-145XR ERJ-145 ERJ-135	30 140 30	24  	21  	75 140 30
Total	200	24	21	245
Total Count	562	9	13	584