

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

CONTINENTAL AIRLINES, INC.

(Name of Subject Company and Filing Persons (Issuer))

5% Convertible Notes due 2023
(Title of Class of Securities)

210795PJ3
(CUSIP Numbers of Class of Securities)

Jennifer L. Vogel, Esq.
Senior Vice President, General Counsel
Secretary and Chief Compliance Officer
1600 Smith Street
Department HQSLG
Houston, Texas 77002
(713) 324-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

Kevin P. Lewis
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002-6760
(713) 758-2222

CALCULATION OF FILING FEE

Transaction Valuation (*)	Amount of Filing Fee**
\$174,950,000	\$12,473.94

* Calculated solely for purposes of determining the filing fee. The purchase price of the 5% Convertible Notes due 2023 (the "Notes"), as described herein, is \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest to, but not including, the repurchase date. As of May 14, 2010, there was \$174,950,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$174,950,000.

** The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals and equals \$71.30 for each \$1,000,000 of the value of the transaction. The filing fee was paid on May 17, 2010 in connection with the filing by Continental Airlines, Inc. of the original Schedule TO.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$12,473.94
Form or Registration No.: Schedule TO

Filing Party: Continental Airlines, Inc.
Date Filed: May 17, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1. going-private transaction subject to Rule 13e-3.
 issuer tender offer subject to Rule 13e-4. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 1 is an amendment to the Tender Offer Statement on Schedule TO filed by Continental Airlines, Inc. (the “**Company**”) with respect to the right of each holder (each, a “**Holder**”) of the Notes to sell and the obligation of the Company to repurchase the Notes, as set forth in the Company Notice to Holders of 5% Convertible Notes due 2023, dated May 17, 2010 (the “**Company Notice**”), and the related notice materials filed as exhibits to the originally filed Schedule TO.

This Amendment No. 1 is being filed by the Company to amend certain provisions of the Company Notice, as set forth in the Supplement to Company Notice to Holders of 5% Convertible Notes due 2023, dated May 25, 2010 (the “**Supplement**”).

Items 1 through 9.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Supplement is incorporated by reference into this Schedule TO. The Supplement should be read in conjunction with the Company Notice. Except for the changes described in the Supplement, all other terms of the Company Notice remain the same.

Item 12. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)*	Company Notice to Holders of 5% Convertible Notes due 2023, dated May 17, 2010.
(a)(1)(B)	Supplement to Company Notice to Holders of 5% Convertible Notes due 2023, dated May 25, 2010.
(a)(5)*	Press release issued on May 17, 2010.
(b)	Not applicable.
(d)(1)*	Indenture, dated as of June 10, 2003, between the Company and the Trustee (incorporated by reference to Exhibit 4.11 to the Company’s Registration Statement on Form S-3 filed on September 8, 2003).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed with the Tender Offer Statement on Schedule TO filed on May 17, 2010.

SIGNATURE

After due 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: May 25, 2010

Continental Airlines, Inc.

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

EXHIBIT INDEX

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(g)	Not applicable.
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**SUPPLEMENT TO COMPANY NOTICE
TO HOLDERS OF
5% CONVERTIBLE NOTES DUE 2023 ISSUED BY
CONTINENTAL AIRLINES, INC.
CUSIP Number: 210795PJ3**

Reference is made to the Indenture, dated as of June 10, 2003 (the “**Indenture**”) between Continental Airlines, Inc., a Delaware corporation (“**Continental**” or the “**Company**”) and The Bank of New York Mellon Trust Company, N.A., as successor to Bank One, N.A., as trustee (the “**Trustee**”), relating to the Company’s 5% Convertible Notes due 2023 (the “**Notes**”), and the Company Notice, dated May 17, 2010 (the “**Original Notice**”) relating to an offer by the Company to purchase for cash, at the option of each Holder (the “**Put Option**”), upon the terms and subject to the conditions set forth in the Indenture, all or a portion of the Notes.

This Supplement to Company Notice (this “**Supplement**”) amends, modifies and supersedes certain information included in the Original Notice. The Company is extending the time on June 14, 2010 (the “**Expiration Date**”) until which Holders may exercise the Put Option from 5:00 p.m., New York City time on the Expiration Date to 12:00 midnight, New York City time at the end of the Expiration Date. Therefore, all references in the Original Notice to 5:00 p.m. New York City time on the Expiration Date, are hereby amended to be references to 12:00 midnight, New York City time at the end of the Expiration Date.

To exercise your option to have the Company purchase the Notes and to receive payment of the Repurchase Price, you must validly deliver your Notes through DTC’s transmittal procedures prior to 12:00 midnight, New York City time, at the end of the Expiration Date. Notes surrendered for purchase may be withdrawn by the Holders of such Notes at any time prior to 12:00 midnight, New York City time, at the end of the Expiration Date. The right of Holders to surrender Notes for purchase pursuant to the Put Option expires at 12:00 midnight, New York City time, at the end of the Expiration Date.

This Supplement should be read in conjunction with the Original Notice. Except for the changes described herein, all other terms of the Original Notice remain the same. As of the date of this Supplement, we have been informed that no Holders have validly tendered their Notes for repurchase.

The Paying Agent is The Bank of New York Mellon. The address of the Paying Agent is:

The Bank of New York Mellon
Corporate Trust Operations
101 Barclay Street — 7 East
New York, NY 10286
Attention: Ms. Carolle Montreuil
Phone: 212-815-5920
Fax: 212-298-1915

Additional copies of this Supplement and/or the Original Notice may be obtained from the Paying Agent at its address set forth above.

The date of this Supplement is May 25, 2010.