FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

	Reporting Person*			2. 15	suer	Name a	nd Tiol	.	-1: C						1.7	(5 ;	D (-) t - 1	
1. Name and Address of Reporting Person* Rainey John D				2. Issuer Name and Ticker or Trading Symbol United Continental Holdings, Inc. [UAL]									Check a	all appl Direct	icable) or		Owner	
(Last) (First) (Middle) P. O. BOX 66100 HDQLD					3. Date of Earliest Transaction (Month/Day/Year) 02/25/2014									X				
(Street) CHICAGO IL 60666 (City) (State) (Zip)				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - Noi	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Ben	eficia	ally C	wne	d		
Date					Execution (ay/Year) if any		xecution Date, any		Transaction Disposed Code (Instr. 5)		ties Acquired (A) d Of (D) (Instr. 3,			4 and Secur Benef Owne		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code V		Amount	(A) or D)	Price	- 1	Transaction(s)			(111501.4)
Common Stock 02/25/2					/2014		F ⁽¹⁾		1,157		D	\$47.26		62	2,957	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year)			e (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) Date Expiration			Amoun or Numbe of		ount	ıt r		derivative Securities Beneficially Owned Following Reported Transaction(Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	X 66100 HI GO IL (St Security (Inst Conversion or Exercise Price of Derivative	X 66100 HDQLD GO IL (State) (Table Security (Instr. 3) Stock Z. Conversion or Exercise Price of Derivative (Month/Day/Year)	Stock Table I - Nor Security (Instr. 3) Table II - I Conversion or Exercise Price of Derivative Table II - I (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Stock Table I - Non-Derive (Month/I) Stock Table II - Derivate (e.g., point of Exercise Price of Derivative (Month/I) 2. Trans Date (Month/I) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) X 66100 HDQLD 4. If GO IL 60666 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Perivative (Month/Day/Year) 2. Conversion Oate (Month/Day/Year) (Month/Day/Year) 3. Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) 02/25/2 X 66100 HDQLD 4. If Ame GO IL 60666 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, calls of Exercise Price of Derivative Security) 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	(First) (Middle) (O2/25/2014 X 66100 HDQLD Table I - Non-Derivative Securities (Month/Day/Year) (Month/D Stock Table II - Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (e.g., puts, calls, warr (Month/Day/Year)) 3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)) 2. Table II - Derivative Securities (e.g., puts, calls, warr (e.g., puts, calls, warr (Month/Day/Year)) 3. Transaction Date (month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (2/25/2014 (2/25/2014 (2/25/2014 (3/25/2014 (2/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/2014 (3/25/25/2014 (3/25/25/25/25/25/25/25/25/25/25/25/25/25/	X 66100 HDQLD Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, option) Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, option) Table II - Derivative Securities Acquired, Diate (month/Day/Year) A. Transaction (Month/Day/Year) Table II - Derivative Securities Acquired (a) or Date (month/Day/Year) Table II - Derivative Securities Acquired (b) or (code (Instr.) (Month/Day/Year) Table II - Derivative Securities Acquired (b) or (month/Day/Year) Table II - Derivative Securities Acquired (a) or Date (month/Day/Year) Date Date	X 66100 HDQLD Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Discurity (Month/Day/Year) Table II - Derivative Securities Acquired (Discurity of Code (Instr. 8) Date Expiration Date (Month/Day/Year) (Month/Day/Year) Date Date	(First) (Middle) X 66100 HDQLD Table I - Non-Derivative Securities Acquired, Disposed of Cecurity (Instr. 3) Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of Ce.g., puts, calls, warrants, options, convertibe for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) A lif Amendment, Date of Original Filed (Month/Day/Pear) 4. If Amendment, Date of Original Filed (Month/Day 4. If Amendment, Date of Original Filed (Month/Day 4. Securities Acquired, Disposed of Code (Instr. 8) 5. Number of Capacities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Expiration 6. Date Expiration 6. Date Expiration	(Middle) X 66100 HDQLD Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3) Z. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (Disposed Of (Disp	(First) (Middle) X 66100 HDQLD Table I - Non-Derivative Securities Acquired, Disposed of, or Benefice (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) Code V Amount (A) or (D) (D) (Code (Instr. 9) (D) (Code (Instr. 9) (D) (D) (Code (Instr. 9) (D) (D) (Code (Instr. 9) (D) (D) (D) (Code (Instr. 9) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 ard 5) Table III - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Apount (A) or (D) (Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5) Amount or Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount or Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) X 66100 HDQLD Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. H Amendment, Date of Original Filed (Month/Day/Year) 5. Number of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 5. Number of Date (Month/Day/Year) 6. Date Exercisable and Execution Date, (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, and 4) 8. Pric Month/Day/Year) Amount or Number of Original Filed (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Pric Month/Day/Year) 9. Amount or Number of Original Filed (Month/Day/Year) 1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Ow Securities Acquired (A) or Disposed of, or Beneficially Ow Securities Acquired (A) or Disposed of, or Beneficially Ow Securities Acquired (A) or Disposed of, or Beneficially Ow Securities Acquired (B) or Disposed of, or Beneficially Ow Securities Acquired (A) or Disposed of, or Beneficially Ow Securities Acquired (B) or Disposed of, or Beneficially Ow Securities Acquired (B) or Disposed of, or Beneficially Ow Securities Acquired (B) or Disposed of (D) (D) (Instr. 3, 4 and 5) 1. Title and Amount or Number of Original Filed (Month/Day/Year) 1. Title and Amount or Number of Original Filed (Month/Day/Year) 1. Title and Amount or Number of Original Filed (Month/Day/Year) 1. Title and Amount or Number of Original Filed (Month/Day/Year) 1. Title and Amount or Number of Original Filed (Month/Day/Year) 1. Title and Amount or Original Filed (Month/Day/Year) 1. Title and Amount or Number o	(First) (Middle) X 66100 HDQLD 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (First) (Middle) 3. Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Execution Date, if Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year	(First) (Middle) X 66100 HDQLD 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Nonth/Day/Year) (Month/Day/Year) Anount of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 2. Transaction (Month/Day/Year) Anount of Securities Security (Month/Day/Year) (Month/Day/Year) Anount of Securities Securities Securities Securities Security (Month/Day/Year) Anount of Securities Security (Instr. 3) Anount of Securities Security (Instr. 4) Anount of Securities Security (Instr. 5) Date Execution Date (Instr. 4) Anount of Securities Security (Instr. 5) Table II - Derivative Security (Instr. 3) Anount of Securities Security (Instr. 4)	(First) (Middle) X 66100 HDQLD 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Person 2. Transaction 2. A Deemed Execution Date (I any Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Da

Explanation of Responses:

1. This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the restricted stock award granted on February 25, 2011. This award vests in three equal annual installments.

Remarks:

/s/ Jennifer L. Kraft for John D. <u>02/27/2014</u>

** 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.