

**UNITED STATES
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): March 13, 2012

**UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIR LINES, INC.
CONTINENTAL AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware
Delaware
Delaware
(State or other jurisdiction
of incorporation)

001-06033
001-11355
001-10323
(Commission
File Number)

36-2675207
36-2675206
74-2099724
(IRS Employer
Identification Number)

77 W. Wacker Drive, Chicago, IL
77 W. Wacker Drive, Chicago, IL
1600 Smith Street, Dept. HQSEO, Houston, Texas
(Address of principal executive offices)

60601
60601
77002
(Zip Code)

(312) 997-8000
(312) 997-8000
(713) 324-2950

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

Jeffery A. Smisek, President and Chief Executive Officer of United Continental Holdings, Inc., the holding company whose primary subsidiaries are United Air Lines, Inc. and Continental Airlines, Inc., will speak at the 2012 J.P. Morgan Aviation, Transportation and Defense Conference on Tuesday, March 13, 2012. Attached hereto as Exhibit 99.1 are slides that will be presented at that time.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	United Continental Holdings, Inc. slide presentation delivered on March 13, 2012

* Furnished herewith electronically.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIR LINES, INC.
CONTINENTAL AIRLINES, INC.

By: /s/ Brett J. Hart
Name: Brett J. Hart
Title: Executive Vice President, General Counsel
and Secretary

Date: March 13, 2012

EXHIBIT INDEX

Exhibit No.

Description

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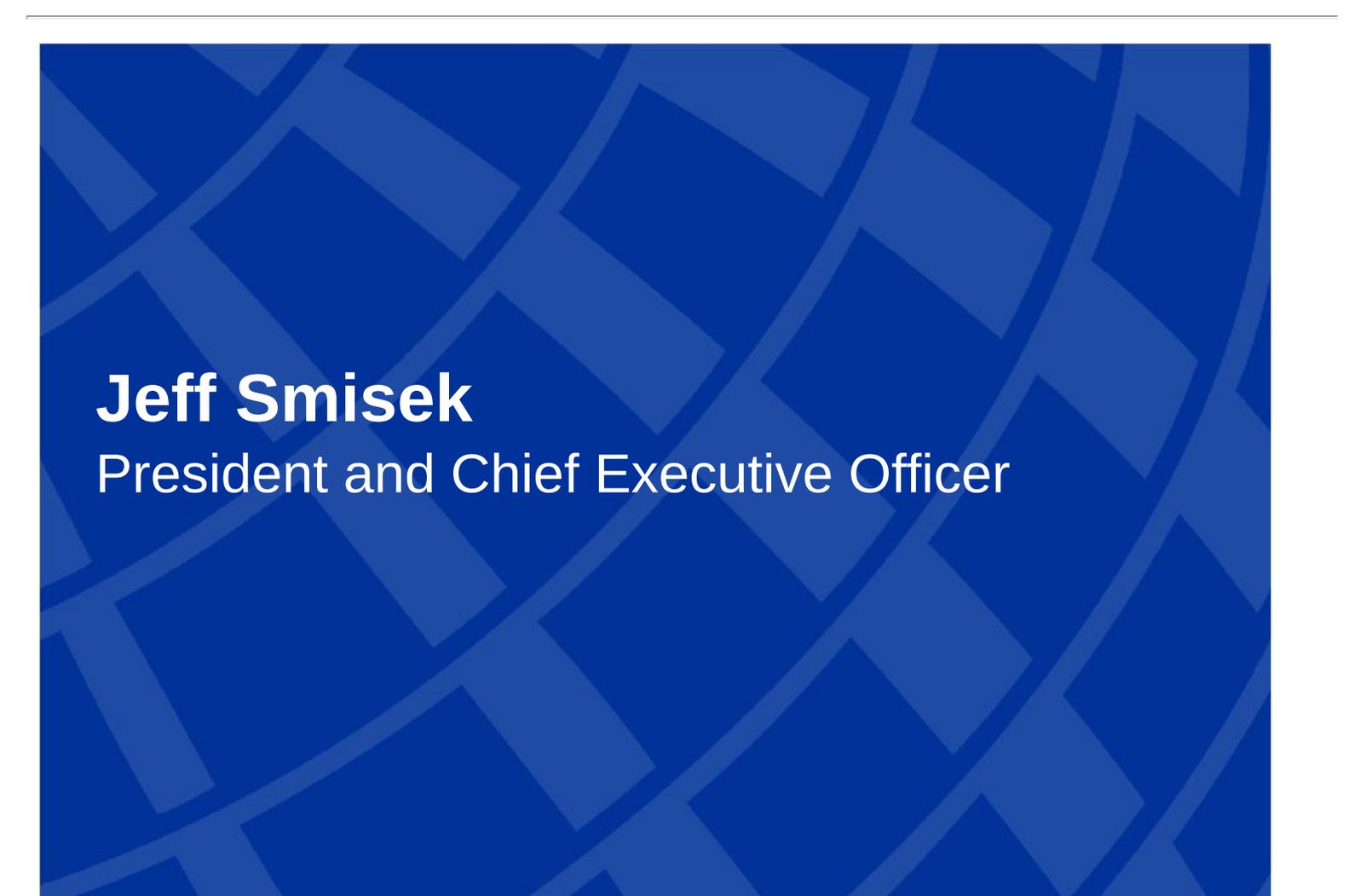
J.P. Morgan Aviation, Transportation & Defense Conference

United Continental
Holdings, Inc.



March 13, 2012



The background of the slide is a solid dark blue color with a complex, repeating geometric pattern of lighter blue lines and shapes, creating a grid-like effect with various sized squares and rectangles.

Jeff Smisek

President and Chief Executive Officer

Safe Harbor Statement

Certain statements included in this presentation are forward-looking and thus reflect our current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to our operations and business environment that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Words such as “expects,” “will,” “plans,” “anticipates,” “indicates,” “believes,” “forecast,” “guidance,” “outlook” and similar expressions are intended to identify forward-looking statements. Additionally, forward-looking statements include statements which do not relate solely to historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this presentation are based upon information available to us on the date of this presentation. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except as required by applicable law. Our actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: our ability to comply with the terms of our various financing arrangements; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to execute our operational plans; our ability to control our costs, including realizing benefits from our resource optimization efforts, cost reduction initiatives and fleet replacement programs; our ability to utilize our net operating losses; our ability to attract and retain customers; demand for transportation in the markets in which we operate; an outbreak of a disease that affects travel demand or travel behavior; demand for travel and the impact that global economic conditions have on customer travel patterns; excessive taxation and the inability to offset future taxable income; general economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, costs of aircraft fuel and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aircraft fuel; any potential realized or unrealized gains or losses related to fuel or currency hedging programs; the effects of any hostilities, act of war or terrorist attack; the ability of other air carriers with whom we have alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aviation and other insurance; the costs associated with security measures and practices; industry consolidation or changes in airline alliances; competitive pressures on pricing and demand; our capacity decisions and the capacity decisions of our competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements and environmental regulations); labor costs; our ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our labor groups; weather conditions; the possibility that expected merger synergies will not be realized or will not be realized within the expected time period; and other risks and uncertainties set forth under Item 1A., Risk Factors of the Company’s Annual Report on Form 10-K, as well as other risks and uncertainties set forth from time to time in the reports we file with the SEC. Consequently, forward-looking statements should not be regarded as representations or warranties by us that such matters will be realized.

U.S. airline industry is transforming

Then

(1980s to Mid-2000s)

***Highly fragmented industry;
8+ major carriers***

***Market share oriented
management teams***

Rapid capacity growth

'One-size-fits-all' fares

***Used capital markets to fund
losses***

Now

(Late 2000s to today)

***Fewer major carriers due to
consolidation***

***Returns focused
management teams***

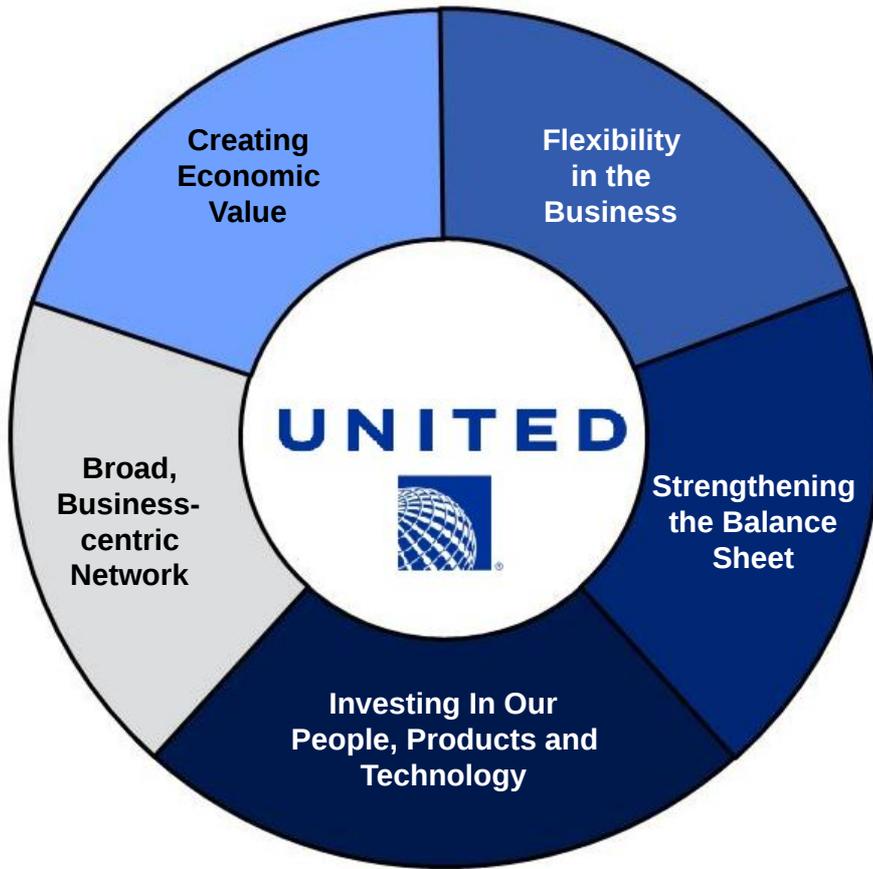
Disciplined capacity deployment

***Unbundling fares and creating
value-add products and services***

***Use capital markets to fund
investments in the business***

United is transforming

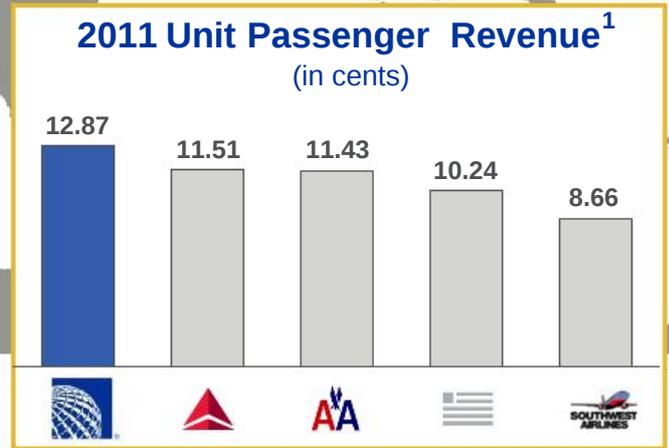
Driving towards sufficient, sustained profitability



United service to all major regions ranks #1 or #2



- Serving the most destinations of any global carrier
- Hubs in the 4 largest U.S. cities
- 40 of Fortune 100 companies headquartered in UA hubs

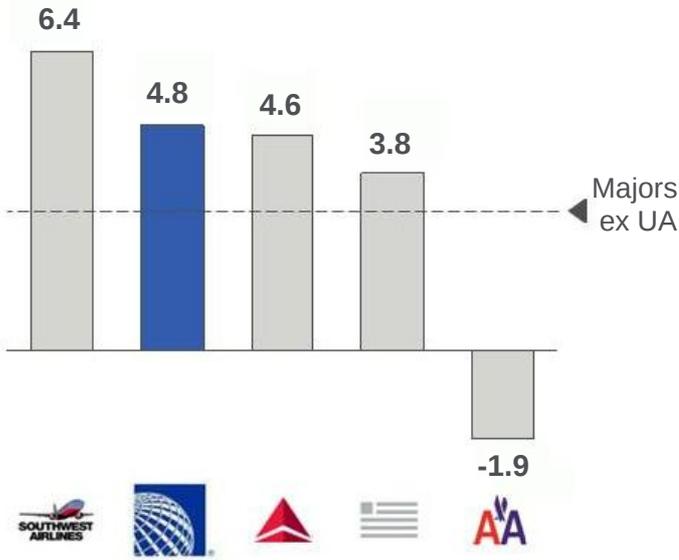


⁶ Rankings for US carriers by ASMs as of 2011.
¹ Consolidated PRASM numbers for carriers other than UAL adjusted for length of haul versus UAL's length of haul
Source: Earnings releases and SEC filings.

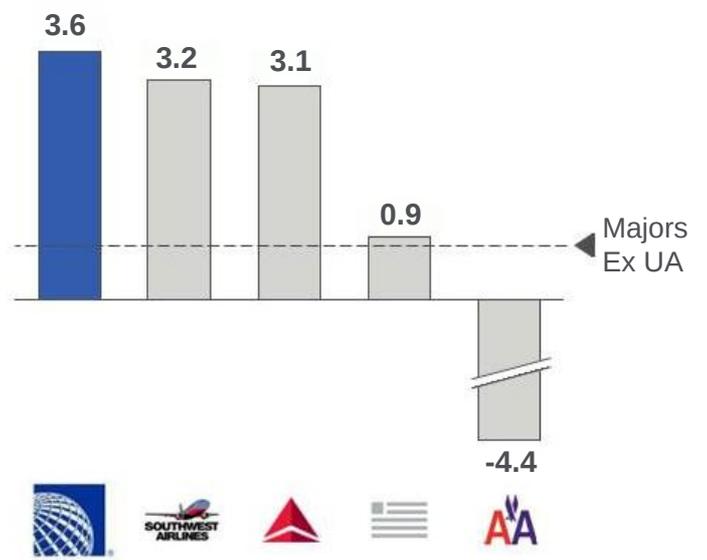


United's broad network and leading revenue result in pre-tax margin premium versus U.S. industry average

2010 Pre-tax Margin¹



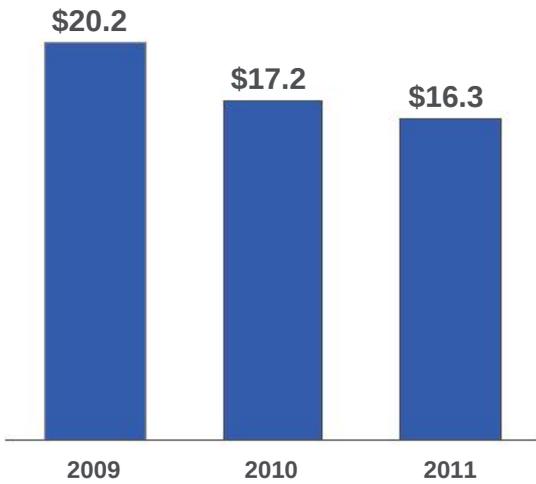
2011 Pre-tax Margin¹



7 1. Excludes special, one-time items and non-cash MTM hedge gains/losses. See non-GAAP reconciliation in Appendix A
Source: Earnings releases and SEC filings.

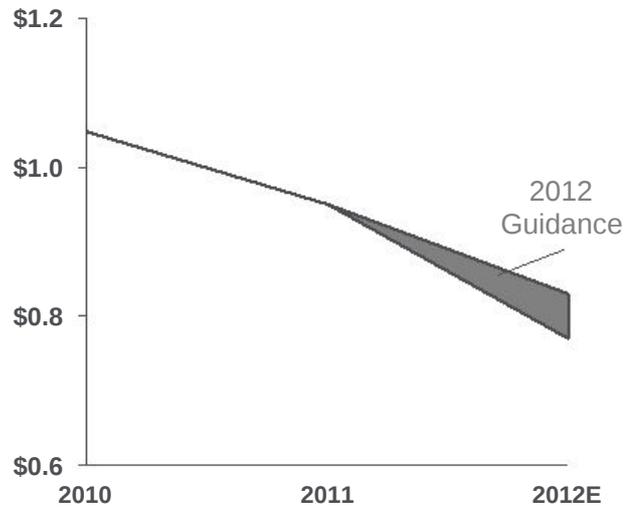
Focus on strengthening the balance sheet

Net Debt at Year End (\$B)



- Reduced net debt by nearly 20% since 2009

Annual Interest Expense (\$B)



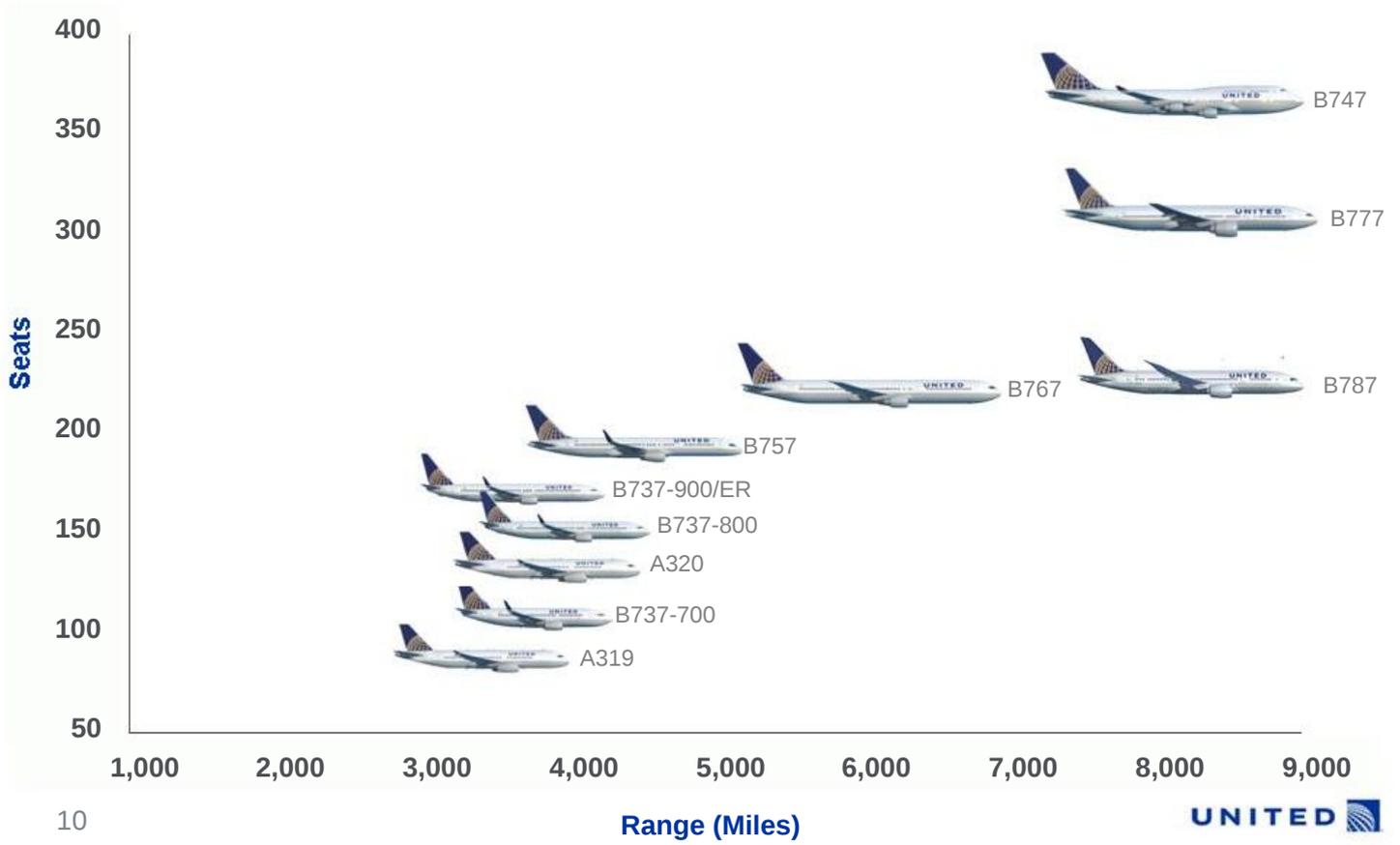
- 2012 interest expense expected to be ~\$200M lower than 2010

8 Note: Results prior to 4Q 2010 pro forma.
Source: Earnings releases, SEC filings and January 2012 Investor Update.

Investing in a fuel efficient fleet



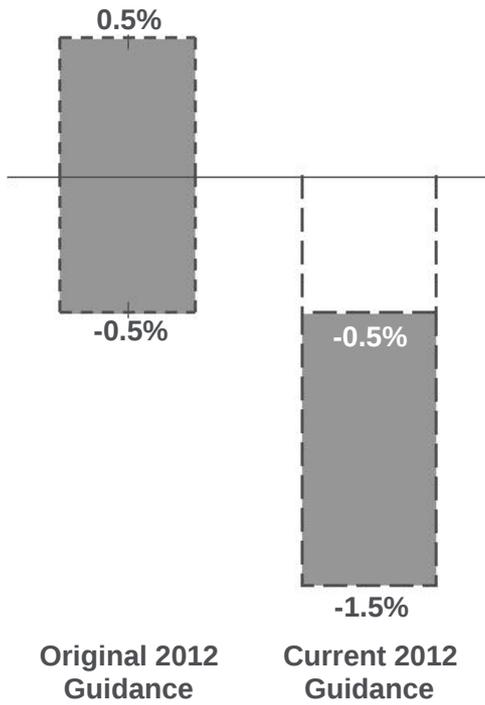
Fleet variety provides flexibility



We will continue to respond to changing market conditions

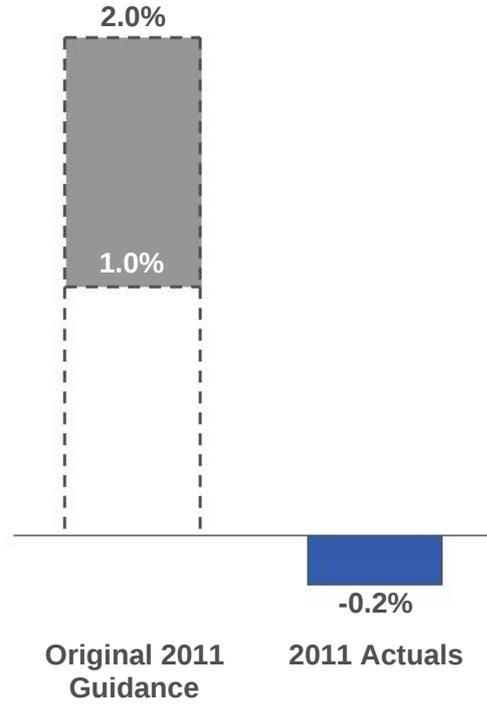
2012 Capacity Guidance

Year-over-Year % Change in ASMs



2011 Capacity Guidance and Actuals

Year-over-Year % Change in ASMs



Revenue capabilities growing through technology investments



Investing in our people and product improve the customer experience



Growing high margin businesses like our leading loyalty program



Retain and grow high value flyers for the airline

Grow / strengthen network of core partners

Innovate new ways for members to engage, earn and redeem with program

Focused on generating returns in excess of our cost of capital over the business cycle

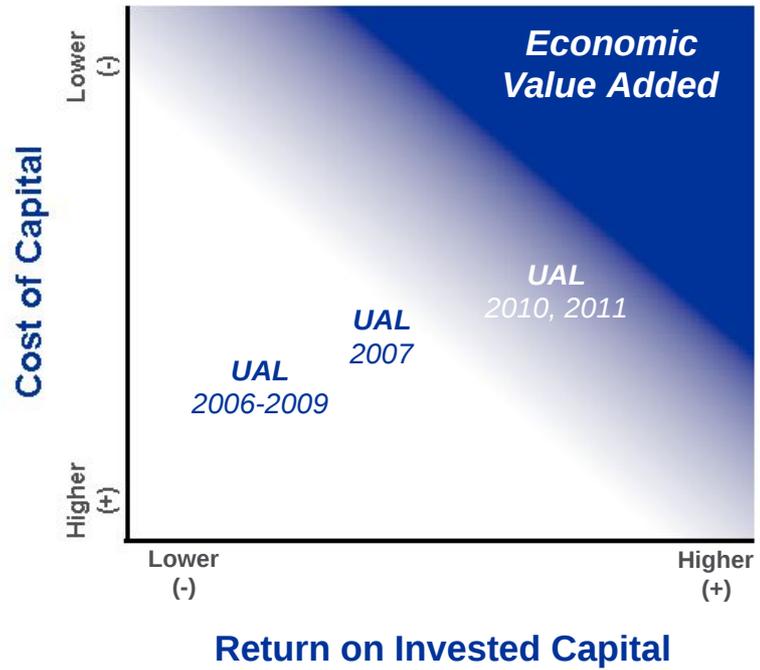
ROIC imbedded in business decisions

Network / Route
Analysis

Balance
Sheet

Fleet
Strategy

Product
Investment



Working together drives business results



Direct, Open & Honest Communication

Dignity & Respect

Working Together

United Continental Holdings, Inc.

Appendix: Non-GAAP Financial Reconciliation

(\$ millions)	FY 2010	FY 2011
Pre-tax Margin		
Earnings Before Income Taxes	\$955	\$845
Add: Special Items	676	485
Adjusted Pre-tax Income	1,631	1,330
Total Operating Revenue	\$34,109	\$37,110
Less: Special Items	-	107
Adjusted Total Operating Revenue	34,109	37,003
Adjusted Pre-tax Margin	4.8%	3.6%