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): **November 4, 2005**

CONTINENTAL AIRLINES, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

| 1-10323 | 74-2099724 |
|---|---|
| (Commission File Number) | (IRS Employer 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)

———————————————————

(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 (*see* General Instruction A.2. below):

| | |
|---|---|
| | 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.

In a recorded message to employees today, Larry Kellner, our Chairman and Chief Executive Officer, discussed our financial performance for October 2005. Mr. Kellner indicated that we estimate our October loss to be approximately $115 million, and, as previously announced, that we expect to incur a significant loss in the fourth quarter and full year 2005. Mr. Kellner also discussed his hope that November and December losses would not be as large as October's due to recent declines in fuel prices.

This Current Report on Form 8-K 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 2004 10-K and its other securities filings and any amendments thereto, which identify important matters such as the consequences of its significant financial losses and high leverage, 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, the airline pricing environment and industry capacity decisions, regulatory matters and the seasonal nature of the airline business. In addition to the forego ing risks, there can be no assurance that the company will be able to obtain the needed pay and benefit reductions from its flight attendants or that the ratified agreements and the pay and benefit reductions and work rule changes from other work groups will enable the company to achieve the cost reductions expected, which will depend, upon other matters, on timely and effective implementation of new work rules, actual productivity improvement, employee attrition, technology implementation, our level of business activity, relations with employees generally and the ultimate accuracy of certain assumptions on which our cost savings are based. The company undertakes no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this Current Report on Form 8-K.

SIGNATURE

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

CONTINENTAL AIRLINES, INC.

November 4, 2005                         By   /s/ Jennifer L. Vogel

                                              Jennifer L. Vogel

                                              Senior Vice President, General Counsel,
                                              Secretary and Corporate Compliance Officer