

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):

June 16, 2004

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-10323	74-2099724
(State or other jurisdiction of incorporation)	(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)

Item 9. Regulation FD Disclosure.

We are furnishing herewith data being presented by certain of our executive officers on June 16, 2004 at the Merrill Lynch Global Transportation Conference. The presentation data is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

An audio webcast of their remarks at the Merrill Lynch Global Transportation Conference and accompanying graphic presentation will be made available on our website at www.continental.com/company under the Investor Relations - Investor Presentation

section beginning June 16, 2004.

The information presented contains forward-looking statements that are not limited to historical facts, but reflect our 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 statement. For examples of such risks and uncertainties, please read the risk factors set forth in our most recently filed Annual Report on Form 10-K and our other securities filings, which identify important risks and uncertainties 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 report.

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.

June 15, 2004

By /s/ Jennifer L. Vogel

Jennifer L. Vogel

Senior Vice President, General Counsel

and Secretary

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EXHIBIT INDEX

99.1 Presentation Data



**Merrill Lynch
Global Transportation Conference
June 16, 2004**

Continental Airlines

Please note that the discussion today contains forward-looking statements that are not limited to historical facts, but reflect the company's current beliefs, expectations or intentions regarding future events. Actual results could differ materially from those described in the forward-looking statements. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained in the company's Form 10-K and other securities filings with the Securities and Exchange Commission. 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 presentation.

Unless otherwise noted, all statistics are for mainline operations, excluding regional jets.

In this presentation we discuss non-GAAP financial measures such as Cost Per Available Seat Mile excluding special charges. Comparable GAAP financial measures and a reconciliation of GAAP financial measures to non-GAAP financial measures will be presented at the end of this presentation.

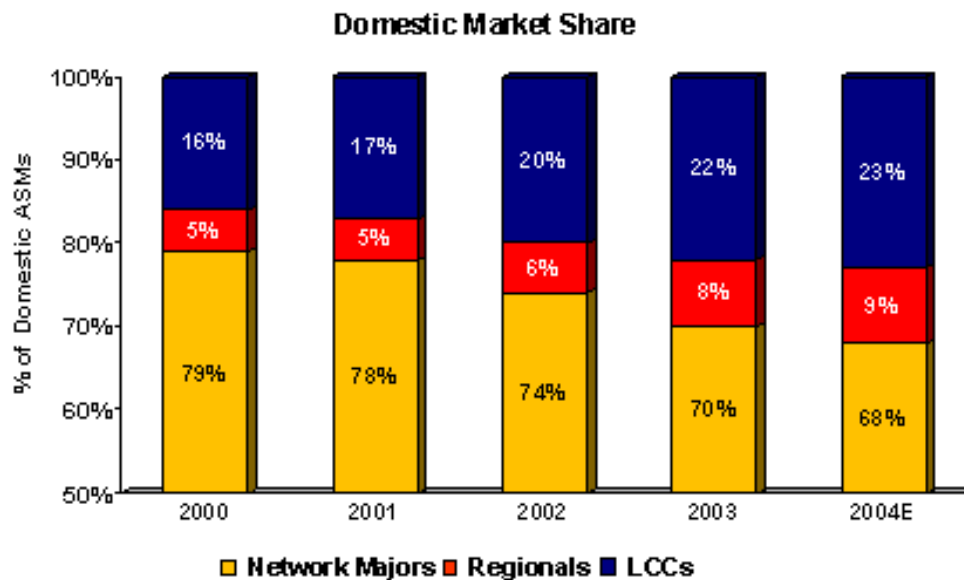


Larry Kellner
President & COO

Intense Challenges Facing the Industry

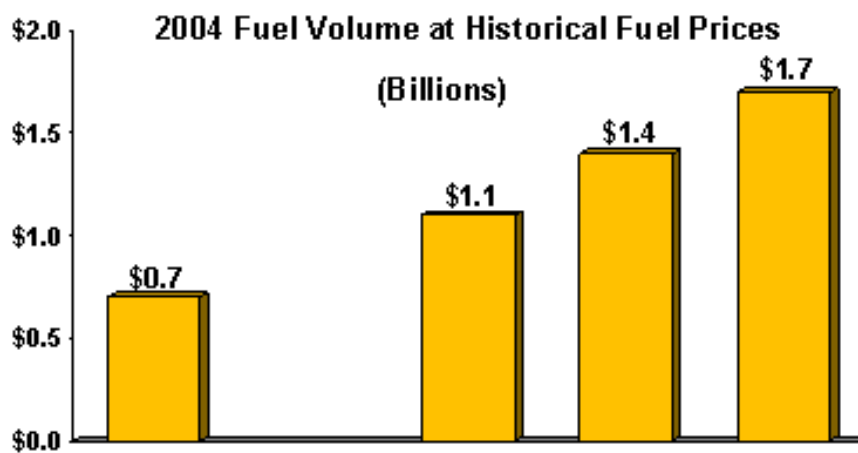
- **Increased competition, excess supply, weak revenue environment**
- **High fuel prices**
- **Burdensome taxes, fees and security costs**

LCCs Expected to Continue Growth Expansion



Network major airlines include ALK, AMR, CAL, DAL, NWAC, UAIR, and UAL; LCCs include AAI, ATA, ANA, FRNT, JB LU, & LUV
 Regional include AMR Eagle, ASA, ACA, COMAIR, Continental Express, Mesa, Meসা, Pinnacle, SkyWest & US Express
 ASM data derived from information disclosed in SEC filings, news releases, and earnings calls

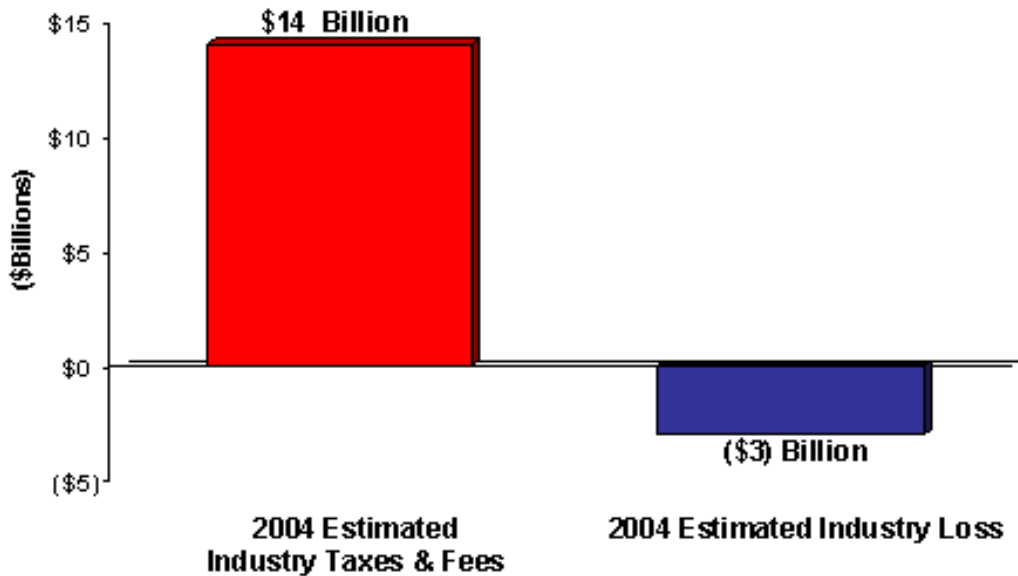
Record High Fuel Prices Significantly Impact Pre-Tax Profit



Average Fuel Price per Gallon (cents)	1998	2002	2003	2004E
	46.83	69.97	87.13	107.0
Year	1998	2002	2003	2004E

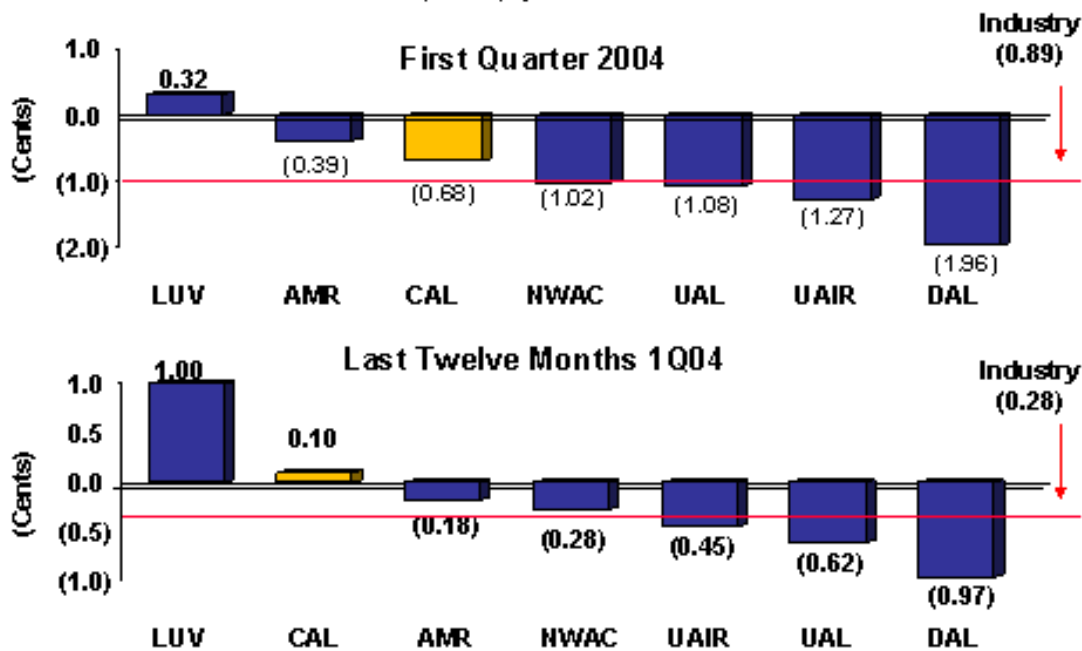
2004E consolidated fuel gallon consumption at respective annual average fuel price per gallon, excluding related fuel taxes.

Exorbitant Taxes & Fees Levied on the Airline Industry



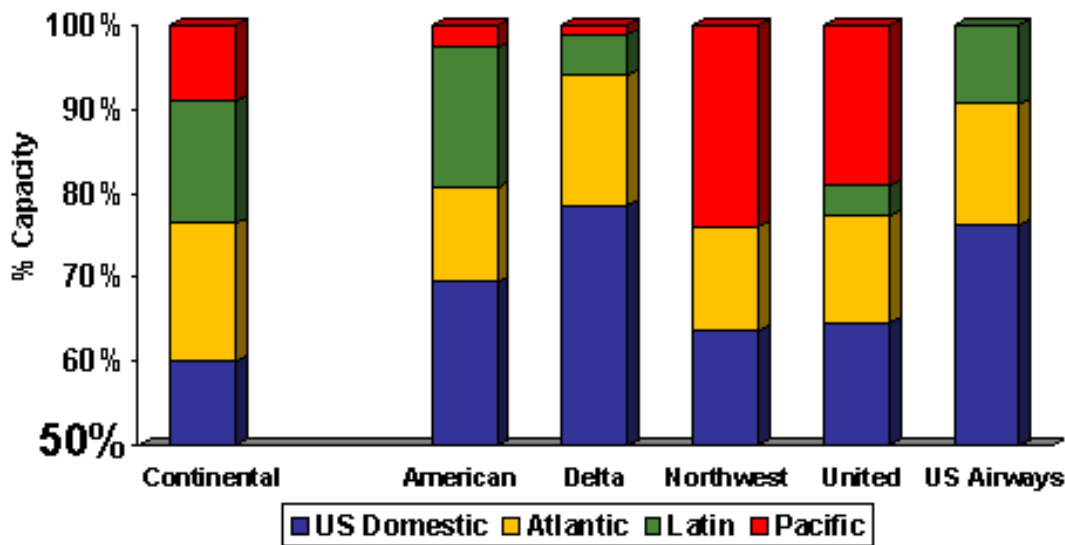
Source: Air Transport Association testimony for U.S. House of Representatives Subcommittee on Aviation (Industry Taxes & Fees); Merrill Lynch (Industry Loss)

Continental's Relative Performance Remains Strong Pre-Tax Profit/(Loss) per Available Seat Mile



Consolidated company data reflected; Excludes certain special items, includes security fee reimbursements

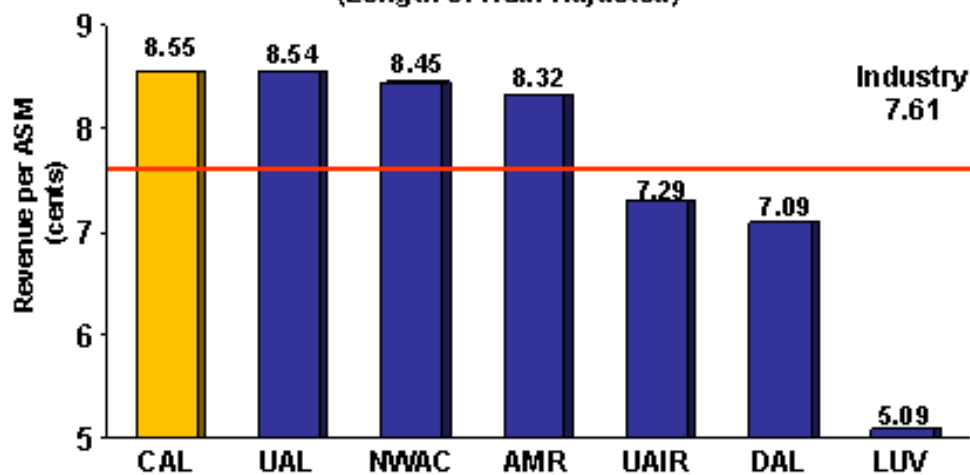
Globally Well-Balanced Mitigates Weak Domestic Environment Major U.S. Carriers



Source : Company Reports

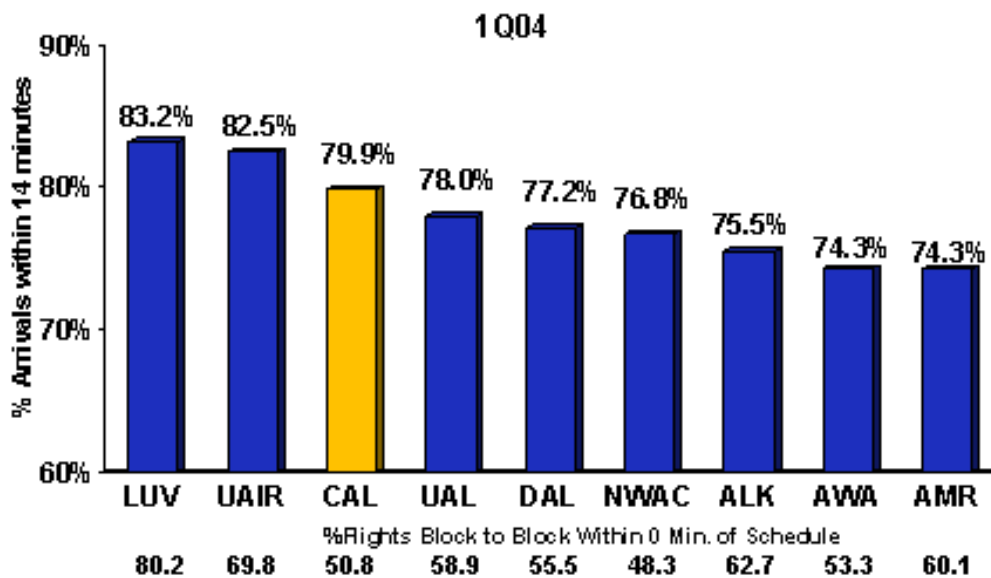
Best System RASM

First Quarter 2004
(Length of Haul Adjusted)



Length of haul adjusted to CAL's 1Q04 system. LOH of 1511
RASM data derived from information disclosed in SEC filings

Excellent On-Time Performance

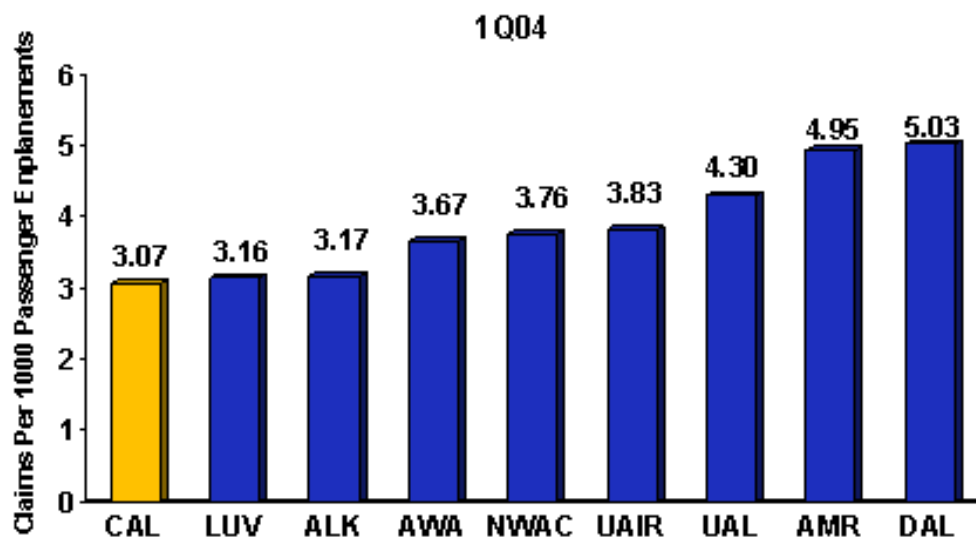


*Top 9 US Carriers (based on 1Q04 enroute passenger miles) shown

Source: D.O.T. Air Traffic Consumer Report (% On-Time)

Block to Block % derived from D.O.T. Form 234

Best in Baggage Delivery

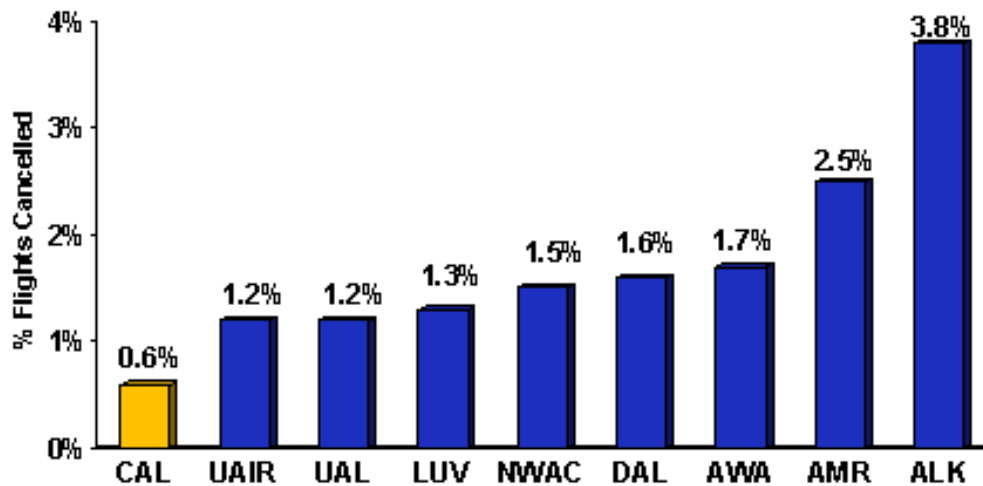


*Top 9 US Carriers (based on 1Q04 enroute passenger miles) shown

Derived from D.O.T. Air Traffic Consumer Report

Lowest Cancellation Rate

1Q04



*Top 9 US Carriers (based on 1Q04 leisure passenger miles) shown
Derived from D.O.T. Air Traffic Consumer Report

Introducing Leisure-Oriented First Class and BusinessFirst Fares

Round Trip Fare Summer 2004

Newark Liberty – Los Angeles	\$998
Newark Liberty – London Gatwick	\$1,500
Newark Liberty – Rome	\$1,600


Fares do not include taxes and fees.

Continental Airlines - Boarding Pass - Microsoft Internet Explorer provided by Continental Airlines

File Edit View Favorites Tools Help

Back Forward Stop Search Favorites Media Print


Search: Web Reference Shopping Travel Games



Attention LARRY KELLNER **Confirmation: ULJ0SW**

*eliteAccess*SM

Continental Airlines		<i>eliteAccess</i> SM
Name:	KELLNER,LARRY	
Date:	TUE 15 JUN 2004	3
ULJ0SW		
Flight:	CO 50 A	
Gate:	****	Seat: 1E
Depart:	Houston-Bush Intl	1:15 PM
Arrive:	Newark-Liberty Intl	6:04 PM
Board Time:	12:25 PM	
eTicket Boarding Pass		

 **Checking bags is simple. Here's how:**

1. At an airport ticket counter kiosk, select **Continental.com Bag Drop**.
2. Enter your confirmation **ULJ0SW** and then select your bag quantities.
3. A representative will tag your bags and provide your claim stubs.

Customers should check bags at least 45 minutes before departure.

Internet

Industry Leading Product
Consistent Customer & Employee Satisfaction

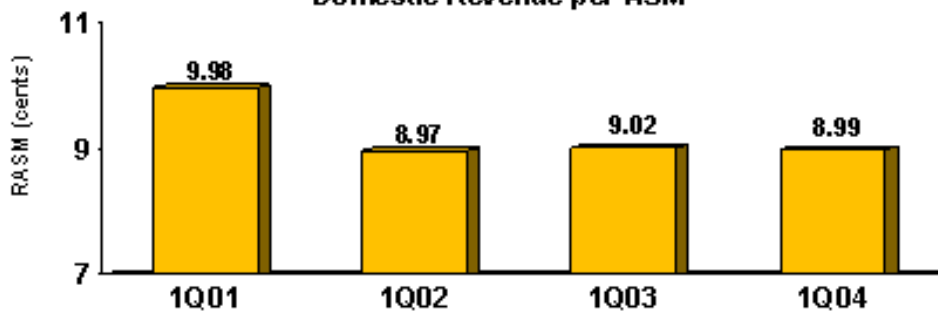


Six Years in a Row!

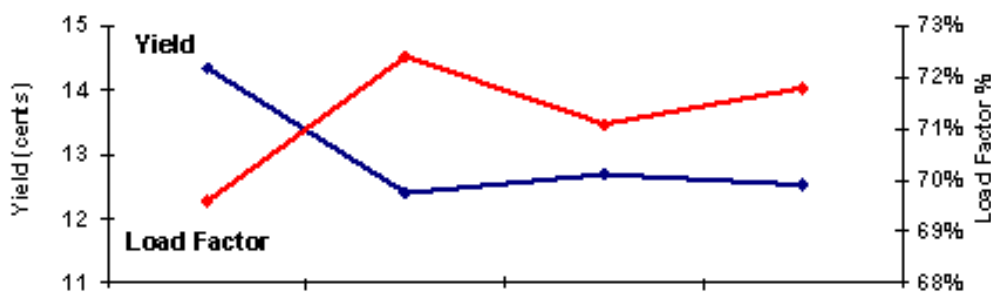
Jeff Misner
Sr. VP & CFO

The New Revenue Environment

Domestic Revenue per ASM



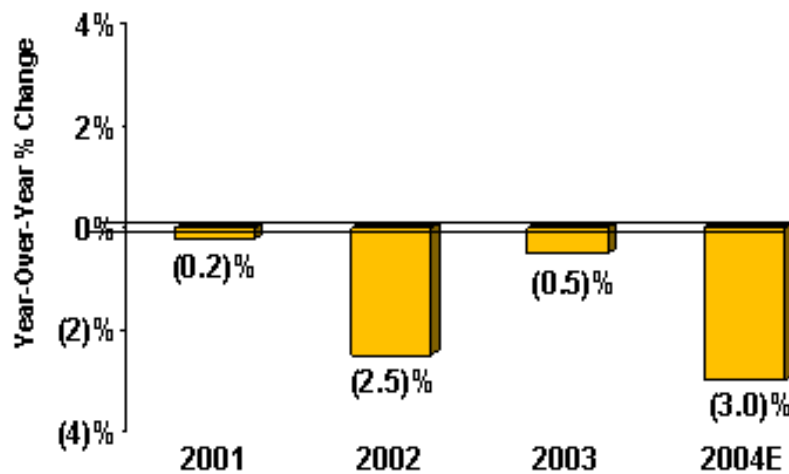
Domestic Yield & Domestic Load Factor



RASM and Yield (right of bar) adjusted to CAL's 1Q04 domestic LOH 1187

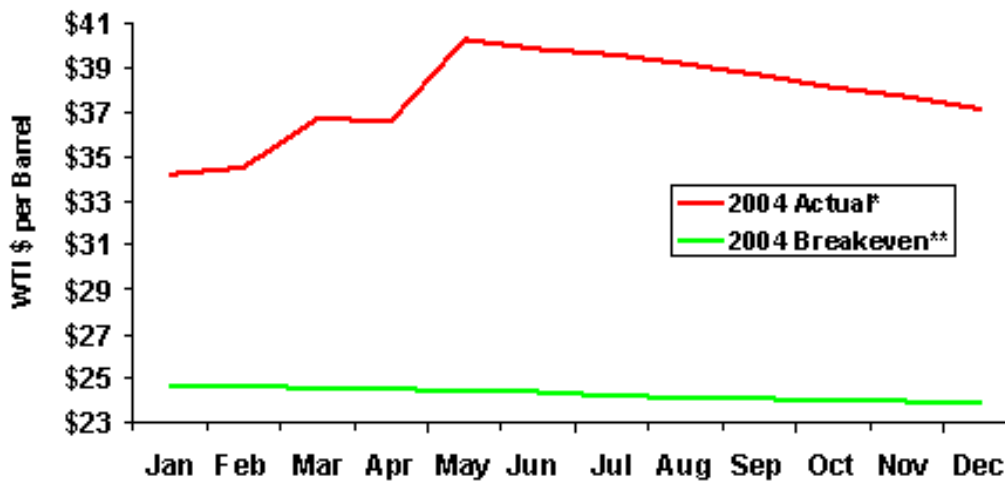
Continued Focus on Cost Containment

Cost per Available Seat Mile Holding Fuel Rate Constant



Data exclude special items

2004 Fuel Costs Estimated to be More than \$600 Million Worse Based On Current Forward Curve



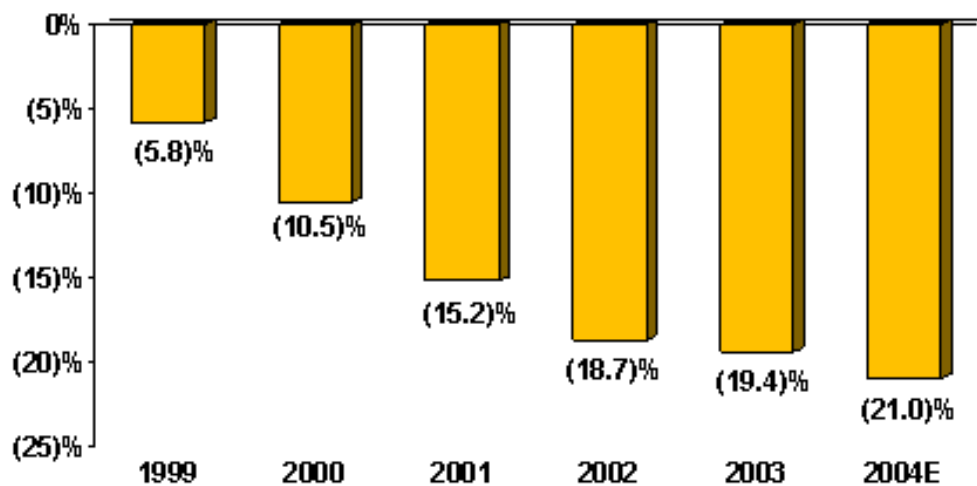
*Actual data for Jan-Dec 2004 based on current forward curve - WTI forward strip as of 5/28/04

**Breakeven scenario established in March 2003

Fuel cost per gallon estimates exclude related taxes on fuel

Young Fleet is Fuel Efficient

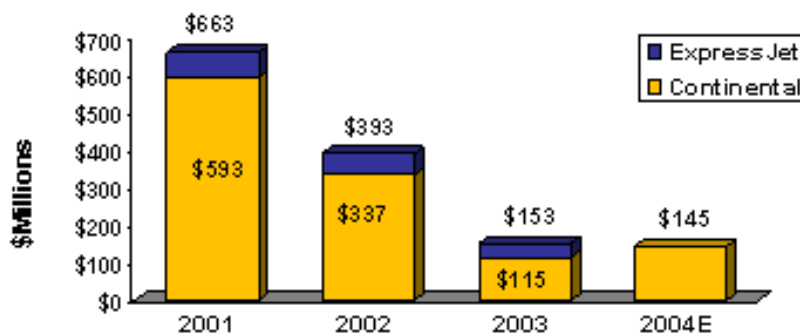
% Change in Consumption per ASM vs. 1998



Long Term Infrastructure Projects Financed

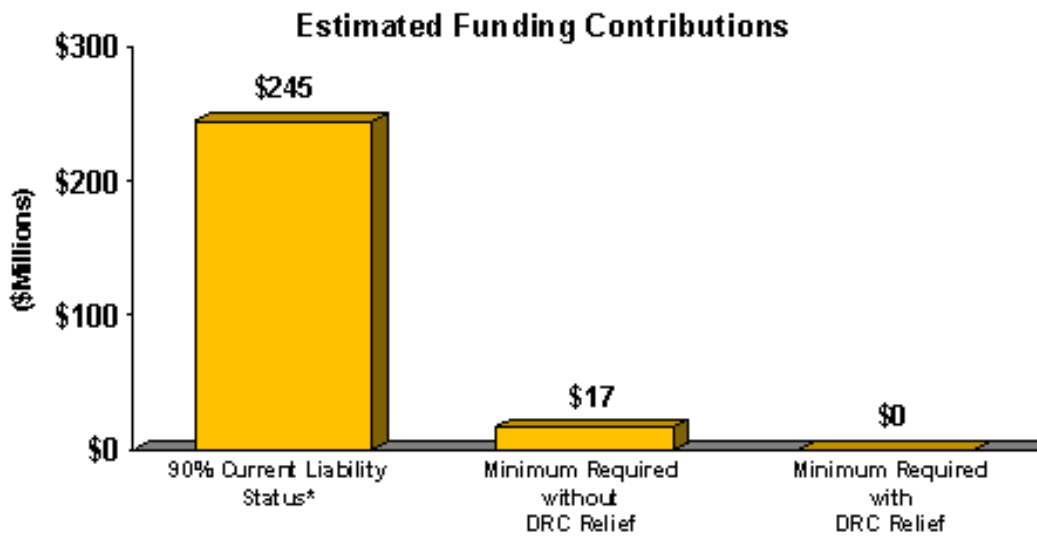
- 247 New Boeing Aircraft (1997-2004), \$10.1 Billion at effective interest rate of approximately 6.2%
- Newark Liberty Global Gateway, \$978 Million at 6.60%
- Houston Terminals B/C/E, \$559 Million at 6.63%
- Cleveland Terminal D, \$75 Million at 5.59%

Cash Capital Expenditures



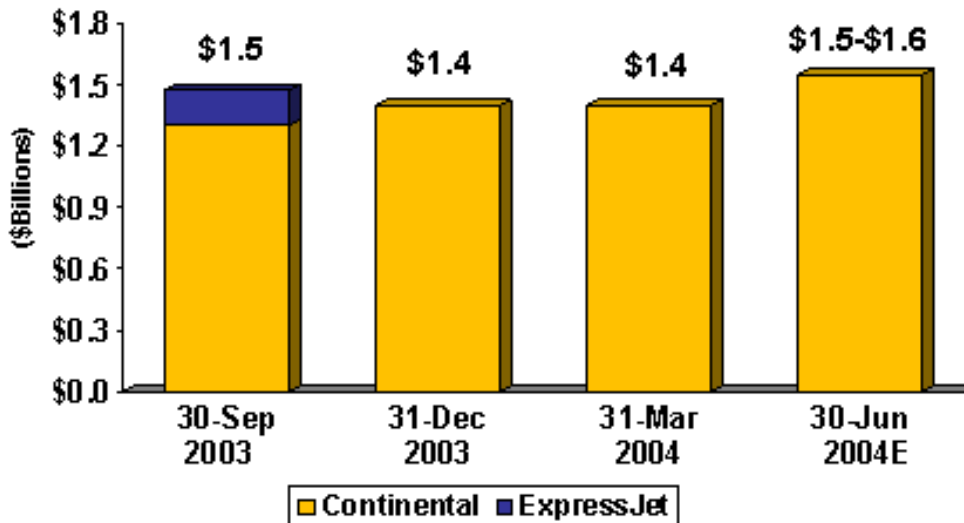
Cash Capex includes fleet retrofit/lease deposits, non-fleet items, rottable parts and capitalized interest.

2004 Pension Funding Options



*Using the 4-year weighted moving average of the composite corporate bond rate

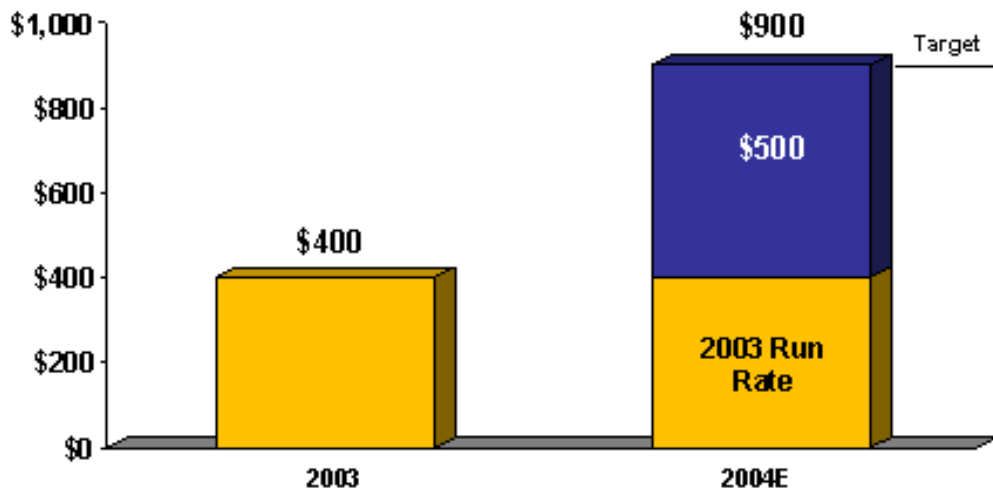
Liquidity Remains Strong



Includes cash and short-term investments, excludes restricted cash

\$900M of Cost Savings Is Not Enough in Current Revenue & Fuel Environment

Revenue Generating/Cost Saving Initiatives Pre-Tax Net Benefit (\$Millions)



Consolidated company data reflected for 2003

Distribution Costs Reduced Through continental.com

The screenshot shows the Continental Airlines website interface. Key elements include:

- Search Bar:** Fields for 'From' (Houston/Georgia) and 'To'.
- Flight Search Options:** 'Search Nearby Airports', 'Direct (MAY07/JUN07) Time' (05/27/2004 All Day), and 'Times (MAY07/JUN07) Time' (05/28/2004 All Day).
- Account Summary:**
 - Confirmation Number: CF211J
 - OnePass Number: 548,168
 - Current Elite Status: Platinum
 - 2004 Elite Mileage: 9,596
 - 2004 Elite Points: 10
- News & Specials:**
 - New York to Hong Kong Fare Sale
 - Exp. Executive Class Now On Sale
 - Sign up for electronic statements
 - Flexible scheduling special offers
- Check Flight Status:** Fields for flight number and departure date (Mon, Jun 14).

Non-GAAP to GAAP Reconciliations

Non-GAAP to GAAP Reconciliation

First Quarter 2004 Consolidated Income / (Loss) before Income Taxes and Minority Interest
(Pre-Tax Profit/(Loss)) per Available Seat Mile (ASM):

(\$Millions)	LUY	AMX	CAL	NAAC	UAL	UATL	UAL	Industry
Pre-Tax Profit/(Loss):								
GAAP	\$ 41	\$ (188)	\$ (193)	\$ (228)	\$ (323)	\$ (117)	\$ (593)	\$ (1,845)
Special Items Excluded	13	-	55	-	(47)	12	-	93
Non-GAAP	\$ 54	\$ (188)	\$ (138)	\$ (228)	\$ (370)	\$ (105)	\$ (593)	\$ (1,800)
ASMs - Millions	13,382	42,537	20,270	21,321	24,210	12,383	20,437	131,485
Pre-Tax Profit/(Loss) per ASM:								
GAAP (cents)	0.22	(0.38)	(0.35)	(1.02)	(0.34)	(1.38)	(1.38)	(0.31)
Non-GAAP (cents)	0.22	(0.38)	(0.33)	(1.02)	(1.03)	(1.27)	(1.38)	(0.33)

Non-GAAP to GAAP Reconciliation

Last Twelve Months 1Q04 Consolidated Income / (Loss) before Income Taxes and Minority Interest (Pre-Tax Profit/(Loss)) per Available Seat Mile (ASM):

(\$Millions)	LUV	CAL	AMR	NWAC	UAIR	UAL	DAL	Industry
Pre-tax Profit/(Loss):								
GAAP	\$ 110	\$ 92	\$ (49)	\$ 42	\$ (94)	\$ (37)	\$ (1,08)	\$ (1,25)
Special Items Excluded	13	(24)	19	(87)	10	30	(10)	(72)
Non-GAAP	\$ 123	\$ 68	\$ (30)	\$ (45)	\$ (84)	\$ (7)	\$ (1,17)	\$ (1,38)
ASMs - Millions	12,172	13,572	10,211	3,320	52,917	120,972	120,318	118,287
Pre-tax Profit/(Loss) per ASM:								
GAAP (cents)	0.90	0.68	(0.48)	0.12	(0.16)	(0.31)	(0.90)	(1.05)
Non-GAAP (cents)	1.00	0.50	(0.29)	(0.14)	(0.16)	(0.06)	(0.97)	(1.16)

Non-GAAP to GAAP Reconciliation

First Quarter Length of Haul Adjusted Revenue per Available Seat Mile (RAS M):

*RAS M formula: Yield * Load Factor*

*Length of Haul (LOH) formula: (Revenue Passenger Miles (RPMs) / Enplanements) * 1000.*

*LOH Adjusted RAS M formula: RAS M * (Carrier's LOH / CAL's LOH) * 0.5*

	Yield (cents)	Load Factor%	RAS M (cents)	RPMs (Millions)	Enplanements (Thousands)	LOH	LOH Adjusted RAS M
CAL	11.78	72.6%	8.55	14,713	9,735	1,511	8.55
UAL	10.86	75.3%	8.17	26,277	15,923	1,650	8.54
NWAC	11.75	76.5%	8.99	16,705	12,512	1,335	8.45
AMR	12.14	71.1%	8.63	30,290	21,562	1,405	8.32
UAIR	13.27	70.2%	9.32	9,119	9,852	926	7.29
DAL	11.73	71.6%	8.39	21,814	20,221	1,079	7.09
LUV	12.11	64.2%	7.77	11,792	18,191	648	5.09
Industry	11.77	72.2%	8.50	130,710	107,996	1,210	7.61

Source: Company reports

Non-GAAP to GAAP Reconciliation

CASM Holding Fuel Rate Constant to the Prior Year (CASM HFRC) – Mainline Jet
Operating Cost per ASM adjusting average fuel price per gallon for the period to equal the average fuel price per gallon for the corresponding period in the prior year. Note: All amounts are for the mainline jet segment.

<u>(MMbs)</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>
Operating Expenses – GAAP	\$7,334	\$7,640	\$7,792
Adjustment for Fuel Rate	(216)	99	74
Operating Expenses HFRC – Non-GAAP	\$7,118	\$7,739	\$7,866
Special Items Excluded	73	(251)	301
Operating Expenses HFRC Excluding Special Items – Non-GAAP	\$7,191	\$7,488	\$8,167

CASM HFRC (cents) – Non-GAAP	9.08	9.65	9.31
CASM HFRC Excluding Special Items* (cents) – Non-GAAP	9.17	9.34	9.67
Corresponding Prior Year Period			
CASM Excluding Special Items (cents) – Non-GAAP	9.22	9.58	9.68



Continental Airlines

- **Industry Continues to Face Intense Challenges**

Continental Tradition Continues:

- **Clean, Safe, Reliable Transportation**
- **Outstanding Employee Relations**
- **Focus on Long-Term**

