
**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): October 12, 2011

**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.

Gerald Laderman, Senior Vice President Finance and Treasurer of United Continental Holdings, Inc., the holding company whose primary subsidiaries are United Air Lines, Inc. and Continental Airlines, Inc., will speak at the Deutsche Bank 2011 Leveraged Finance Conference on Wednesday, October 12, 2011. 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 October 12, 2011

* 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.

Date: October 12, 2011

By: /s/ Chris Kenny
Name: Chris Kenny
Title: Vice President and Controller

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	United Continental Holdings, Inc. slide presentation delivered on October 12, 2011

* Furnished herewith electronically.

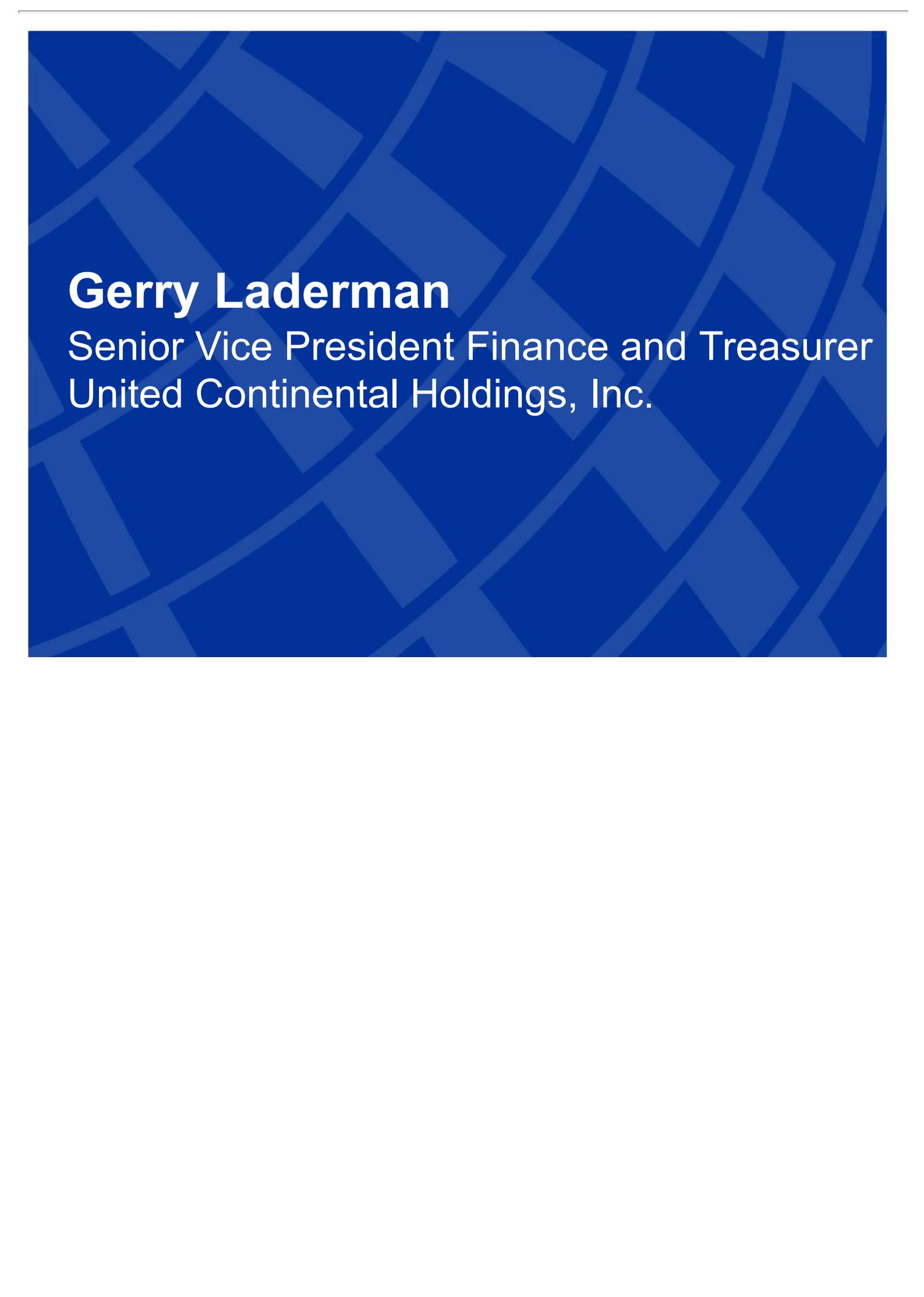
Deutsche Bank Leveraged Finance Conference

United Continental
Holdings, Inc.



October 12, 2011



The background of the slide is a dark blue color with a complex, repeating geometric pattern of overlapping squares and lines in a lighter shade of blue, creating a textured, architectural look.

Gerry Laderman

Senior Vice President Finance and Treasurer
United Continental Holdings, Inc.

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 aviation fuel and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aviation 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 on 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); 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.

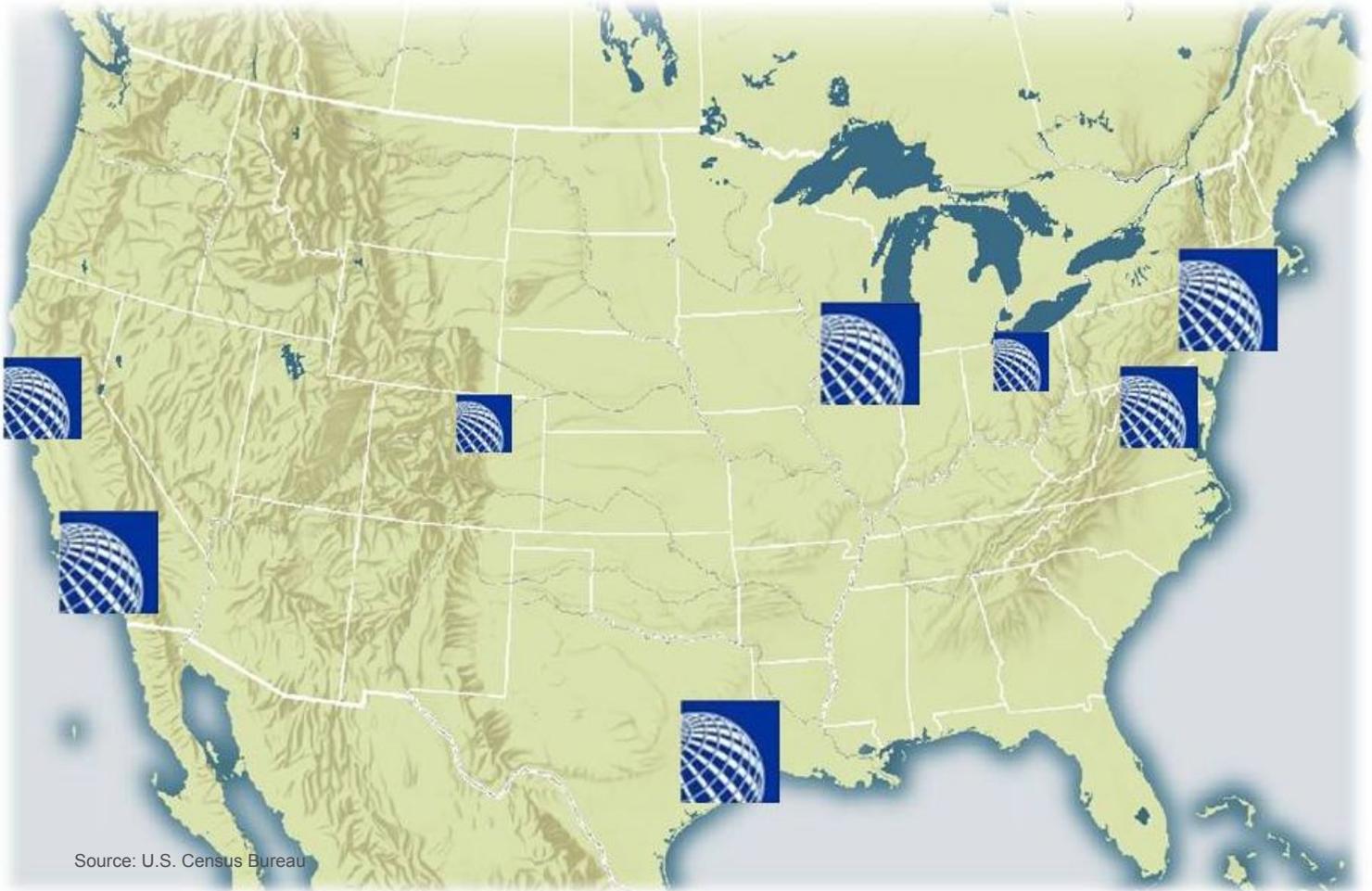
Building the world's leading airline

Driving towards sufficient, sustained profitability



- **Global network**
- **Industry leading financials**
- **Capacity discipline**
- **Product investment**
- **Integration**
- **Working together**

Hubs in 4 largest U.S. cities



Serving the most destinations in the U.S.



Merger created global network with unsurpassed scope

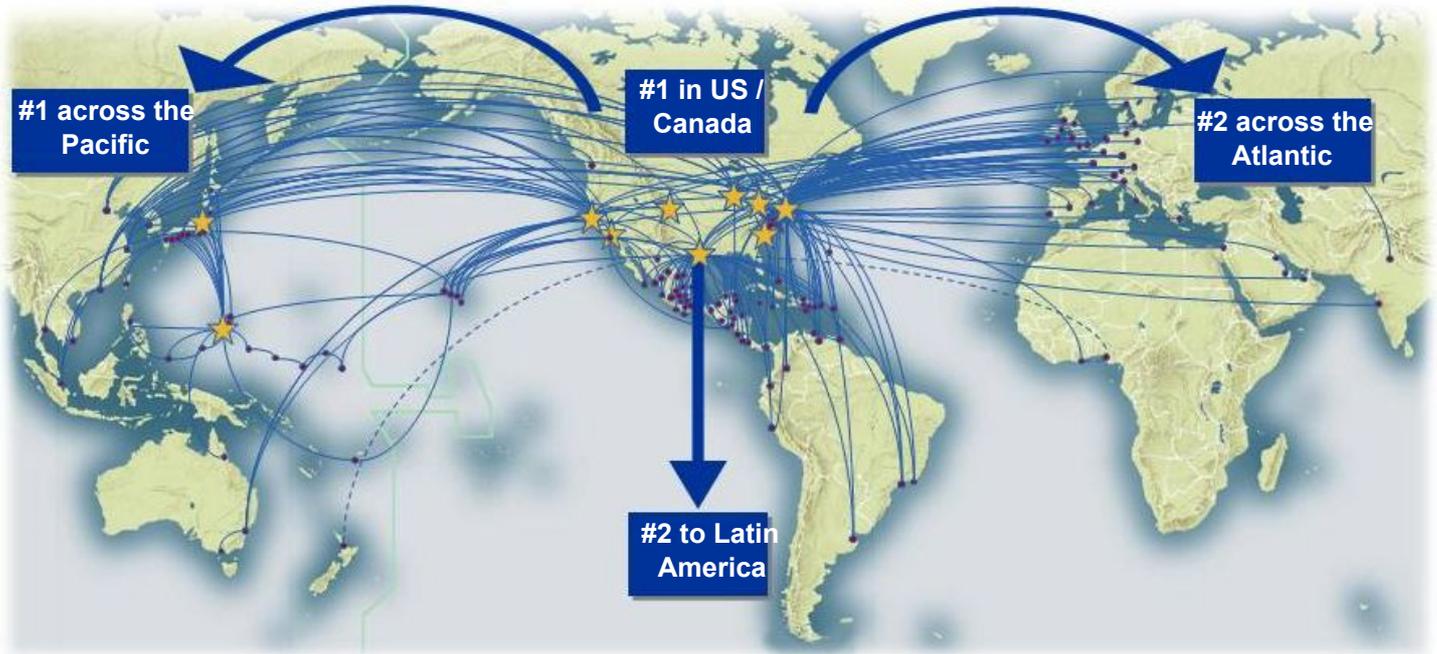


UNITED 

Merger created global network with unsurpassed scope



Serving the right markets, with the right assets



Rankings by ASMs as of TME 4Q10
Source: Earnings releases and SEC filings.



United is generating industry leading results

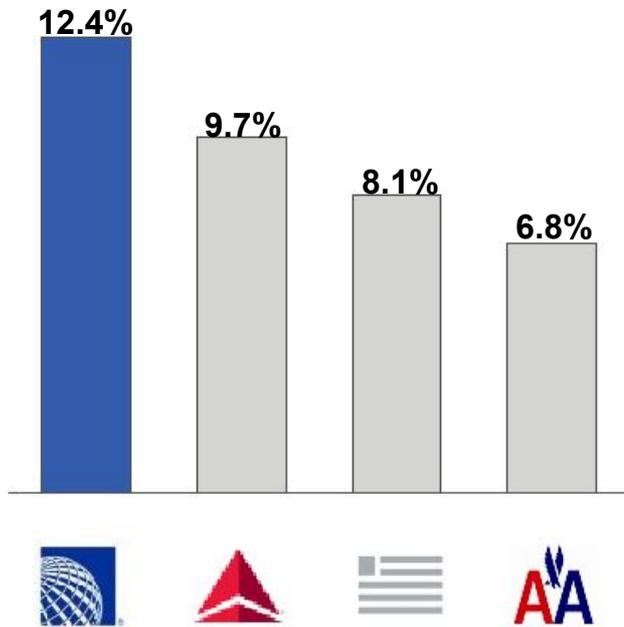
Metric	Result
Revenue	✓ Leads network carriers
Pre-tax Margin	✓ Leads network carriers
Liquidity	✓ Leads network carriers
ROIC	✓ Exceeded cost of capital

10 Period: TME 2Q 2011
Industry defined as U.S. global carriers

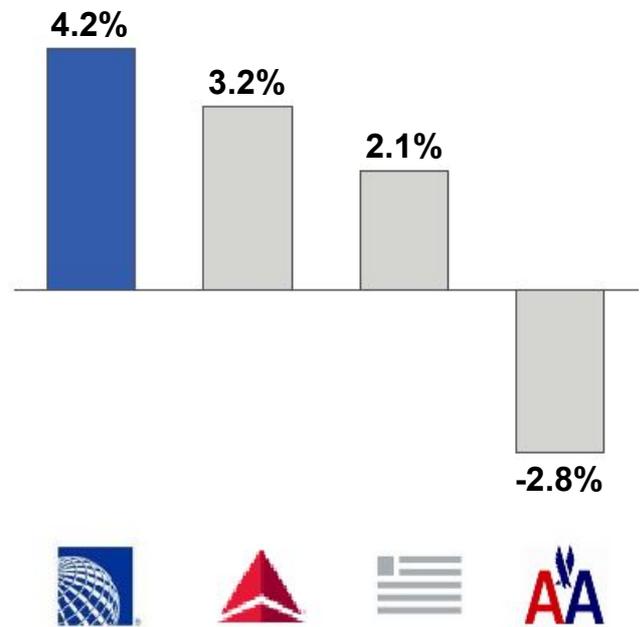


United leads U.S. network carriers in unit revenue and margin

Unit Passenger Revenue¹ Growth
(TME 2Q 2011)



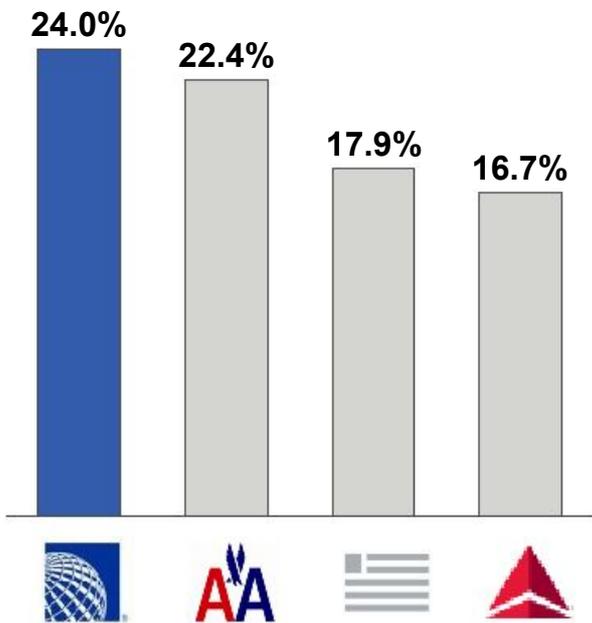
Pre-tax Margin²
(TME 2Q 2011)



1. Consolidated PRASM numbers for carriers other than UAL adjusted for length of haul versus UAL's length of haul
 2. Excludes special, one-time items and non-cash MTM hedge gains/losses. See non-GAAP reconciliation in Appendix A; UAL results prior to 4Q 2010 pro forma.
 Source: Earnings releases and SEC filings.

Committed to strengthening the balance sheet

Liquidity as % of Revenue (TME 2Q 2011)



- Since closing the merger on Oct. 1, 2010, made \$2.4B of debt and capital lease payments
 - Prepaid more than \$480M of debt
- \$1.8B of unencumbered assets, half of which are §1110 aircraft
- \$1.5B of scheduled debt payments in 2012

1. Net debt includes capitalized operating leases.

Note: Change in Debt, Capital Leases for the period 10/1/2010 through 6/30/2011; Debt and Capital Lease prepayments for the period 10/1/2010 through 7/21/2011.

Source: Earnings releases and SEC filings.

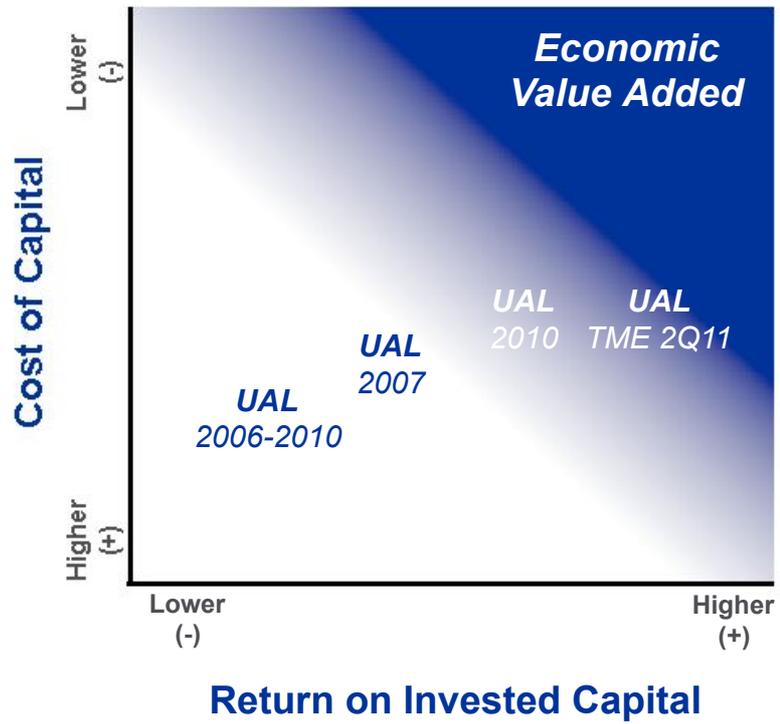
Focused on generating returns that exceed our cost of capital over the business cycle

ROIC imbedded in business decisions

Fleet Strategy

Network / Route Analysis

Product Investment

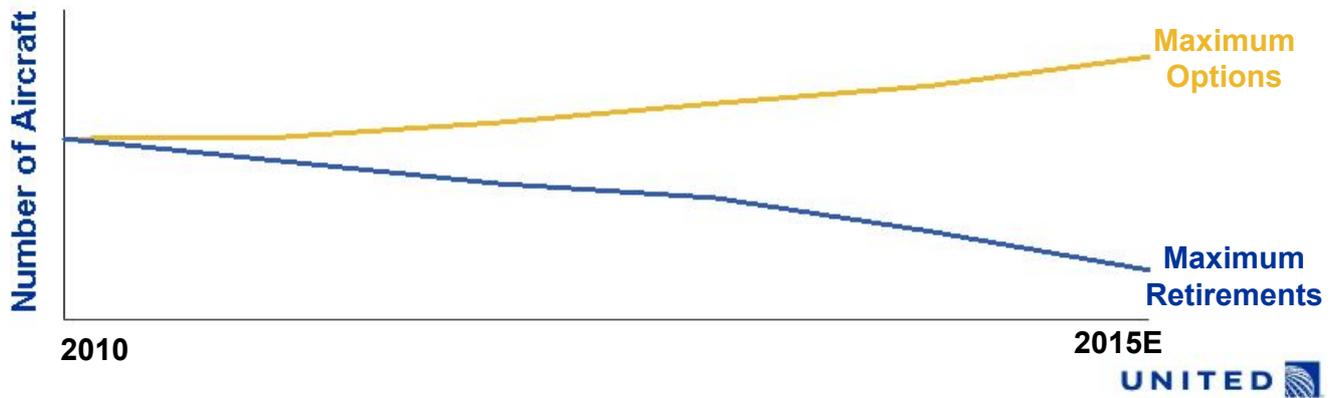


Flexible fleet permits adjustments for fuel prices

Jet-A Fuel Prices LTM



Mainline Fleet Flexibility



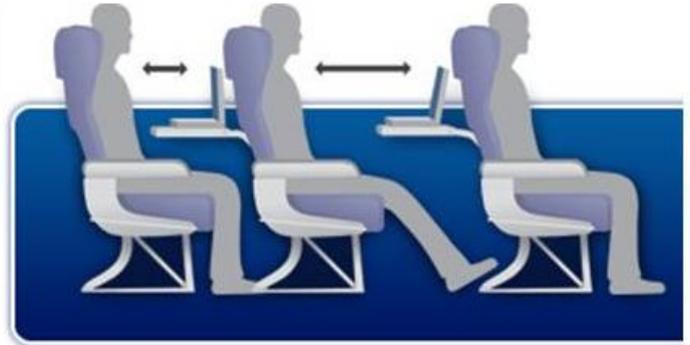
Expect 2012 consolidated capacity to be flat

Reduce domestic capacity while growing international

Based on the latest delivery schedule, the company expects delivery of 5 B787 Dreamliner aircraft in 2012



Installing EconomyPlus on Continental Aircraft in 2012



Up to 5 more inches of space in coach

**Expect to take delivery of 24 new, fuel efficient aircraft in 2012
19 B737-900ER & 5 B787**

Refreshing aircraft interiors...

Boeing Sky Interior



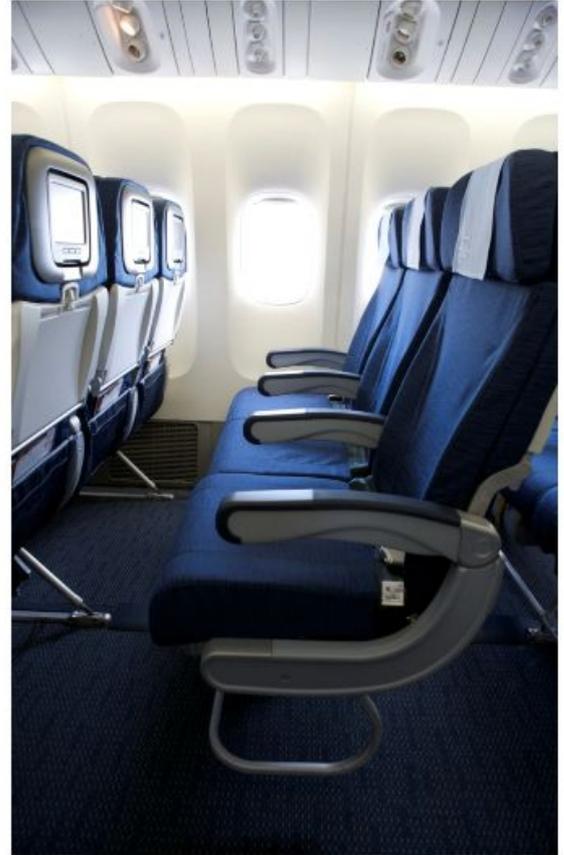
***Nearly doubling capacity of Airbus
overhead bins***



...investing in better seats...



- Flat bed seats in international premium cabins
- Full refresh of p.s. transcontinental fleet
- Expanding EconomyPlus to Continental fleet



...redefining United's inflight entertainment experience.

In seat entertainment



WiFi & Wireless Streaming Video



Working Together



Working Together

Work Group	Determine Union Representation	Bargaining
Pilots	✓	In joint negotiations
Flight Attendants	✓	S-CO: Agreement S-UA: In negotiations <i>Joint negotiations upcoming</i>
Mechanics	✓	S-CO: Agreement S-UA: In negotiations <i>Joint negotiations upcoming</i>
Passenger Service Agents	<i>Single carrier finding requested by IAM</i>	S-CO: No bargaining required S-UA: In negotiations
Ramp Agents	✓	S-CO: Agreement S-UA: In negotiations <i>Joint negotiations upcoming</i>

Merger progressing

On track to achieve 25% of synergies in 2011



Airport Co-location & Branding



Management Team



Co-branded Credit Card

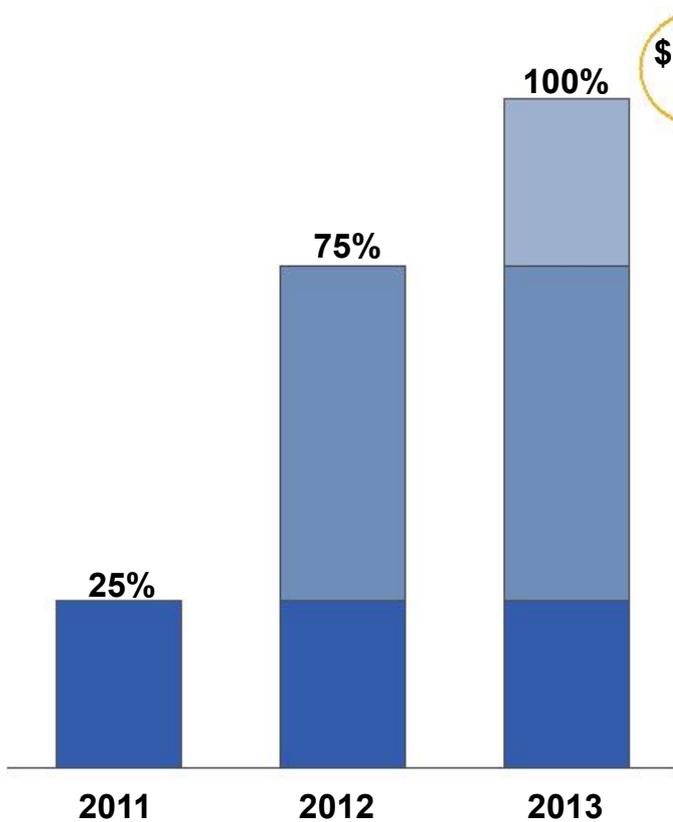


New Livery



Have captured more than \$130M in synergies year-to-date

On track to achieve 25% of \$1.0 – 1.2B run rate synergies in 2011



2011 Integration Success

- ✓ Cross-fleeting
- ✓ Completed 1/3 of airport co-locations system-wide
- ✓ Insurance
- ✓ Prescription benefits
- ✓ In-flight magazine
- ✓ Rebranded hubs: ORD, SFO, CLE, DEN

2012 synergy capture enabled by integration and technology

FAA Certification: Single Operating Certificate

Expected by year-end 2011



Enables:

- Marketing and selling all flights with single code
- Joint operations once JCBA's in place

Technology: Passenger Service System

Expected first quarter 2012



Enables:

- Common check-in process
- Aircraft and gate optimization
- Selling ancillary products
- Single loyalty program

United – the world's leading airline

Fly to Win



Fund the Future



Make Reliability a Reality



Working Together



United Continental Holdings, Inc.

Appendix A

Non-GAAP Financial Reconciliation

(In \$M)	Twelve Months Ended 6/30/2011
Pre-tax Margin	
Earnings / (Loss) before income taxes	\$857
Add: Special items	645
Adjusted pre-tax Income (Loss)	\$1,502
Total operating revenue	\$35,829
Less: Special Items	(107)
Adjusted total operating revenue	\$35,722
Adjusted pre-tax margin	4.2%