

**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): August 6, 2009

CONTINENTAL AIRLINES, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-10323

(Commission File Number)

74-2099724

(IRS Employer Identification No.)

1600 Smith Street, Dept. HQSEO, Houston, Texas
(Address of Principal Executive Offices)

77002
(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))
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TABLE OF CONTENTS

[Item 7.01. Regulation FD Disclosure.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[EX-99.1](#)

[Table of Contents](#)

Item 7.01. Regulation FD Disclosure.

On August 6, 2009, Continental Airlines, Inc. ("Continental") issued a press release announcing its public offering of 14.4 million shares of its Class B Common Stock. Goldman, Sachs & Co. has agreed to purchase the common stock from Continental at a price of \$11.00 per share which will result in \$158.4 million of net proceeds to Continental (before expenses). Goldman, Sachs & Co. offered the common stock to the public at a price of \$11.20 per share. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release

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.

August 7, 2009

By /s/ Gerald Laderman
Name: Gerald Laderman
Title: Senior Vice President — Finance & Treasurer

EXHIBIT INDEX

99.1 Press Release

News Release



Contact: Corporate Communications
Houston: 713.324.5080
Email: corpcomm@coair.com
News archive: continental.com/company/news/

Address: P.O. Box 4607, Houston, TX 77210-4607

CONTINENTAL AIRLINES ANNOUNCES PRICING OF PUBLIC EQUITY OFFERING

HOUSTON, Aug. 6, 2009 — Continental Airlines, Inc. (NYSE: CAL) today announced the pricing of a public offering of 14.4 million shares of its Class B Common Stock. Continental expects the issuance and delivery of the shares to occur on August 12, 2009.

Goldman, Sachs & Co. is acting as sole underwriter for the offering. A copy of the prospectus for the offering can be obtained from Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, Attention: Prospectus Department (212-902-1171). These documents will also be filed with the Securities and Exchange Commission and will be available at the SEC's Web site at <http://www.sec.gov>.

The shares will be issued pursuant to a shelf registration statement that was previously filed. This press release shall not constitute an offer to sell or a solicitation of an offer to buy shares of Continental common stock. An offering of shares of Continental common stock will be made only by means of a prospectus. The prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Statements in this press release contain "forward-looking" information within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of

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1934. Such statements involve a number of risks and uncertainties. Those factors include conditions in the financial markets and customary offering closing conditions. Please see Continental's filings with the SEC for certain other factors that may affect forward-looking information.

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