

Registration No. 333-167414  
Registration No. 333-159994  
Registration No. 333-134904  
Registration No. 333-126891  
Registration No. 333-113444  
Registration No. 333-50938  
Registration No. 333-39762  
Registration No. 333-57297  
Registration No. 333-23165

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-167414  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-159994  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-134904  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-126891  
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-39762  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-57297  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-23165

UNDER THE SECURITIES ACT OF 1933

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**CONTINENTAL AIRLINES, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**74-2099724**  
(I.R.S. Employer  
Identification No.)

**1600 Smith Street, Dept. HQSEO  
Houston, Texas 77002**  
(Address, including Zip Code, Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

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**CONTINENTAL AIRLINES, INC. INCENTIVE PLAN 2010  
CONTINENTAL AIRLINES, INC. 2004 EMPLOYEE STOCK PURCHASE PLAN  
CONTINENTAL AIRLINES, INC. INCENTIVE PLAN 2000  
CONTINENTAL AIRLINES, INC. 2005 BROAD BASED EMPLOYEE STOCK OPTION PLAN  
CONTINENTAL AIRLINES, INC. 2005 PILOT SUPPLEMENTAL OPTION PLAN  
CONTINENTAL AIRLINES, INC. SUPPLEMENTAL SAVINGS PLAN FOR MANAGEMENT PILOTS  
CONTINENTAL AIRLINES, INC. 1998 STOCK INCENTIVE PLAN  
CONTINENTAL AIRLINES, INC. 1997 STOCK INCENTIVE PLAN**  
(Full Title of the Plans)

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**Thomas J. Sabatino, Jr.  
Executive Vice President,  
General Counsel and Secretary  
Continental Airlines, Inc.  
1600 Smith Street, Dept. HQSEO  
Houston, Texas 77002  
(713) 324-5000**  
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (this “*Post Effective Amendment*”) relates to the following Registration Statements of Continental Airlines, Inc., a Delaware corporation (“*Continental*”) on Form S-8 (the “*Registration Statements*”):

- Registration Statement No. 333-167414, registering 3,750,000 shares of Continental’s Class B Common Stock, par value \$0.01 per share (“*Common Stock*”), for issuance under the Continental Airlines, Inc. Incentive Plan 2010;
- Registration Statement No. 333-159994, registering 3,500,000 shares of Common Stock for issuance under the Continental Airlines, Inc. 2004 Employee Stock Purchase Plan;
- Registration Statement No. 333-134904, registering 1,500,000 shares of Common Stock and Series A Junior Participating Preferred Stock purchase rights for issuance under the Continental Airlines, Inc. Incentive Plan 2000;
- Registration Statement No. 333-126891, registering 6,670,000 shares of Common Stock and Series A Junior Participating Preferred Stock purchase rights for issuance under the Continental Airlines, Inc. 2005 Broad Based Employee Stock Option Plan;
- Registration Statement No. 333-126891, registering 3,330,000 shares of Common Stock and Series A Junior Participating Preferred Stock purchase rights for issuance under the Continental Airlines, Inc. 2005 Pilot Supplemental Option Plan;
- Registration Statement No. 333-113444, registering 3,000,000 shares of Common Stock and Series A Junior Participating Preferred Stock purchase rights for issuance under the Continental Airlines, Inc. 2004 Employee Stock Purchase Plan;
- Registration Statement No. 333-50938, registering \$6,000,000 of Supplemental Benefit Obligations under the Continental Airlines, Inc. Supplemental Savings Plan for Management Pilots;
- Registration Statement No. 333-39762, registering 3,000,000 shares of Common Stock and Series A Junior Participating Preferred Stock purchase rights for issuance under the Continental Airlines, Inc. Incentive Plan 2000;
- Registration Statement No. 333-57297, registering 5,500,000 shares of Common Stock for issuance under the Continental Airlines, Inc. 1998 Stock Incentive Plan; and
- Registration Statement No. 333-23165, registering 2,000,000 shares of Common Stock for issuance under the Continental Airlines, Inc. 1997 Stock Incentive Plan.

On May 2, 2010, Continental entered into an Agreement and Plan of Merger (the “*Merger Agreement*”) with UAL Corporation, a Delaware corporation (“*UAL*”), and JT Merger Sub Inc. (“*Merger Sub*”), a Delaware corporation and a wholly-owned subsidiary of UAL. Pursuant to the Merger Agreement, Merger Sub merged with and into Continental (the “*Merger*”), with Continental continuing as the surviving corporation and as a wholly owned subsidiary of UAL. Upon completion of the Merger, each outstanding share of Common Stock was converted into the right to receive 1.05 shares of UAL common stock, par value \$0.01 per share.

As a result of the Merger, Continental has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statements. Accordingly, by means of this Post-Effective Amendment, Continental hereby terminates the effectiveness of each Registration Statement and, in accordance with an undertaking made by Continental in Part II of each Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, removes from registration any and all securities registered but unsold under the Registration Statements as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 1<sup>st</sup> day of October, 2010.

**CONTINENTAL AIRLINES, INC.**

By: /s/ Zane C. Rowe  
Name: Zane C. Rowe  
Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statements has been signed by the following persons on October 1, 2010.

**SIGNATURE**

**TITLE**

/s/ Jeffery A. Smisek  
Jeffery A. Smisek

Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Zane C. Rowe  
Zane C. Rowe

Executive Vice President, Chief Financial Officer and Director  
(Principal Financial Officer)

/s/ Chris T. Kenny  
Chris T. Kenny

Vice President and Controller  
(Principal Accounting Officer)

/s/ Peter D. McDonald  
Peter D. McDonald

Director

/s/ James Compton  
James Compton

Director