

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Information Statement pursuant to Rule 13d-1 and 13d-2

(AMENDMENT NO. 2)*

CONTINENTAL AIRLINES, INC.

(NAME OF ISSUER)

COMMON STOCK CLASS B

(TITLE OF CLASS OF SECURITIES)

210795308

(CUSIP NUMBER)

Check the following box if a fee is being paid with this statement :_:
(A fee is not required only if the filing person: (1) has a previous
statement on file reporting beneficial ownership of more than five
percent of the class of securities described in Item 1; and (2) has
filed no amendment subsequent thereto reporting beneficial ownership
of five percent or less of such class.) (See Rule 13d-7.)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be 'filed' for the purpose of Section 18 of the Securities
Exchange Act of 1934 ('Act') or otherwise subject to the liabilities
of that section of the Act but shall be subject to all other provisions
of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 210795308	13G	Page 2 of 13 Pages
1 NAME OF REPORTING PERSON AXA Assurances I.A.R.D. Mutuelle		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [] (B) [X]		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION France		
NUMBER OF SHARES BENEFICIALLY OWNED AS OF July 31, 1997 BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 9,116,804	
	6 SHARED VOTING POWER 113,200	
	7 SOLE DISPOSITIVE POWER 9,230,004	
	8 SHARED DISPOSITIVE POWER 0	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,230,004 (Not to be construed as an admission of beneficial ownership)		

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	18.8%
12	TYPE OF REPORTING PERSON *	IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON AXA Assurances Vie Mutuelle	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [] (B) [X]	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION France	
NUMBER OF SHARES BENEFICIALLY OWNED AS OF July 31, 1997 BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 9,116,804 ----- 6 SHARED VOTING POWER 113,200 ----- 7 SOLE DISPOSITIVE POWER 9,230,004 ----- 8 SHARED DISPOSITIVE POWER 0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,230,004 (Not to be construed as an admission of beneficial ownership)	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * ----- -----	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.8%	
12 TYPE OF REPORTING PERSON * IC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
Alpha Assurances Vie Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF July 31, 1997	5 SOLE VOTING POWER 9,116,804
--	----------------------------------

BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 113,200
--	----------------------------------

	7 SOLE DISPOSITIVE POWER 9,230,004
--	---------------------------------------

	8 SHARED DISPOSITIVE POWER 0
--	---------------------------------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,230,004
(Not to be construed as an admission of beneficial ownership)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES * |-----|
|-----|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.8%

12 TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
 AXA Courtage Assurance Mutuelle
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF July 31, 1997 BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	9,116,804
	6 SHARED VOTING POWER	113,200
	7 SOLE DISPOSITIVE POWER	9,230,004
	8 SHARED DISPOSITIVE POWER	0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,230,004
 (Not to be construed as an admission of beneficial ownership)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES * |-----|
 |-----|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 18.8%

12 TYPE OF REPORTING PERSON *
 IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON	
AXA	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []	
(B) []	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
France	
NUMBER OF	5 SOLE VOTING POWER
SHARES	9,116,804
BENEFICIALLY	6 SHARED VOTING POWER
OWNED	113,200
AS OF	7 SOLE DISPOSITIVE POWER
July 31, 1997	9,230,004
BY EACH	8 SHARED DISPOSITIVE POWER
REPORTING	0
PERSON	
WITH	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9,230,004	
(Not to be construed as an admission of beneficial ownership)	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	
SHARES *	-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
18.8%	
12 TYPE OF REPORTING PERSON *	
HC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
THE EQUITABLE COMPANIES INCORPORATED

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
13-3623351

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER	9,116,804
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BENEFICIALLY OWNED	-	6	SHARED VOTING POWER
AS OF	-		113,200

July 31, 1997

BY EACH REPORTING	7	SOLE DISPOSITIVE POWER	9,230,004
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PERSON WITH	-	8	SHARED DISPOSITIVE POWER
	-		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,230,004

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES * |-----|
|-----|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.8%

12 TYPE OF REPORTING PERSON *

HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

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CONTINENTAL AIRLINES, INC.

Item 1(b) Address of Issuer's Principal Executive Offices:

2929 Allen Pkwy.
Houston, TX 77019

Item 2(a) Name of Person Filing:

Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle,
AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle,
as a group (collectively, the 'Mutuelles AXA').

AXA-UAP

The Equitable Companies Incorporated
(the 'Equitable Companies')

(Please contact Patrick Meehan at (212) 641-8234
with any questions.)

Item 2(b) Address of Principal Business Office:

Alpha Assurances Vie Mutuelle
100-101 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and
AXA Assurances Vie Mutuelle
21, rue de Chateaudun
75009 Paris France

AXA Courtage Assurance Mutuelle
26, rue Louis le Grand
75002 Paris France

AXA-UAP
23, avenue Matignon
75008 Paris France

The Equitable Companies Incorporated
787 Seventh Avenue
New York, New York 10019

Item 2(c) Citizenship:

Mutuelles AXA and AXA-UAP - France
Equitable Companies - Delaware

Item 2(d) Title of Class of Securities:

Common Stock CLASS B

Item 2(e) CUSIP Number:

210795308

Item 3. Type of Reporting Person:

Equitable Companies as a parent holding company,
in accordance with 240.13d-1 (b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent
holding company.

AXA-UAP acting as a parent holding company.

Item 4. Ownership as of July 31, 1997:

(a) Amount Beneficially Owned:

9,230,004 shares of common stock beneficially owned including:

	No. of Shares
The Mutuelles AXA, as a group	0
AXA-UAP	0
AXA-UAP Entity or Entities:	

acquired solely for investment purposes:	0

(Each of the Mutuelles AXA, as a group, and AXA-UAP expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

The Equitable Companies Incorporated	0
Subsidiaries:	

The Equitable Life Assurance Society of the United States acquired solely for investment purposes:		
Common Stock	2,579,200	2,579,200

Alliance Capital Management L. P., acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:		
Common Stock	6,650,800	6,650,800

Donaldson, Lufkin & Jenrette Securities Corporation held for investment purposes:		
Common Stock	4	4

Wood, Struthers & Winthrop Management Corp. acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:		0

Total		9,230,004
		=====

(Each of the above subsidiaries of The Equitable operates under independent management and makes independent decisions).

(B) Percent of Class:	18.8%
-----	=====

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
The Mutuelles AXA, as a group	0	0	0	0
AXA-UAP	0	0	0	0
AXA-UAP Entity or Entities: -----				
NONE	0	0	0	0
The Equitable Companies Incorporated	0	0	0	0
Subsidiaries: -----				
The Equitable Life Assurance Society of the United States	2,466,000	113,200	2,579,200	0
Alliance Capital Management L. P.	6,650,800	0	6,650,800	0
Donaldson, Lufkin & Jenrette Securities Corporation	4	0	4	0
Wood, Struthers & Winthrop Management Corporation	0	0	0	0
TOTAL	9,116,804	113,200	9,230,004	0

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

Item 5.

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.
()

Item 6.

Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7.

Identification and Classification of the Subsidiary which Acquired

the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by Equitable Companies; AXA-UAP, which beneficially owns a majority interest in Equitable Companies; and the Mutuelles AXA, as a group which beneficially own a majority interest in AXA-UAP:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA-UAP entity or entities;
- () in AXA-UAP's capacity as a parent holding company with respect to the holdings of the following AXA-UAP entity or entities:
NONE
- (X) in EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES (13-5570651), an insurance company, a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) ALLIANCE CAPITAL MANAGEMENT L. P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) DONALDSON, LUFKIN & JENRETTE SECURITIES CORPORATION (13-2741729), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- () WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP. (13-2774791), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 11, 1997

THE EQUITABLE COMPANIES INCORPORATED*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle, and AXA-UAP, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Rule 13d-1(f)(1) of the Securities Exchange Act of 1934,

Dated: August 11, 1997

The Equitable Companies Incorporated

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; Alpha Assurances Vie Mutuelle; AXA Courtage Assurance Mutuelle, as a group, and AXA-UAP

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)