

Prospectus Supplement

The Prospectus dated August 13, 1996, relating to the offer for resale of up to \$200,650,000 aggregate principal amount of the Continental Airlines, Inc. 6-3/4% Convertible Subordinated Notes due April 15, 2006 is hereby supplemented as follows:

- 1) "TQA Vantage Fund" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of May 23, 1997 of \$1,600,000.
- 2) "Suntrust Retirement Fund" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of June 25, 1997 of \$400,000.
- 3) "STI Classic Capital Growth Fund" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of June 25, 1997 of \$2,600,000.

The date of this Prospectus Supplement is June 25, 1997.