

As filed with the Securities and Exchange Commission on July 6, 2004

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

**Post Effective Amendment No. 1 to**

**FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

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**CONTINENTAL AIRLINES, INC.**

(Exact name of registrant as specified in its charter)

|                  |  |                     |
|------------------|--|---------------------|
| Delaware         | 1600 Smith Street, Dept. HQSEO           | 74-2099724          |
| (State or other  | Houston, Texas 77002                     | (IRS Employer       |
| jurisdiction of  | (Address of principal executive offices) | Identification No.) |
| incorporation or | (Zip Code)                               |                     |
| organization)    |  |                     |

**CONTINENTAL AIRLINES, INC.  
1994 RESTRICTED STOCK GRANT**

**(Full title of the plan)**

Jennifer L. Vogel, Esq.  
Senior Vice President,  
General Counsel and Secretary  
Continental Airlines, Inc.  
1600 Smith Street, Dept. HQSEO  
Houston, Texas 77002  
(713) 324-2950

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

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**DEREGISTRATION OF SECURITIES**

Continental Airlines, Inc. (the "Company") previously filed a registration statement on Form S-8 (file no. 33-59995) for the purpose of registering 7,000 shares of its Class B Common Stock ("Common Stock") for issuance pursuant to the Continental Airlines, Inc. 1994 Restricted Stock Grant (the "Plan"). The Company is

filing this post-effective amendment to that registration statement to deregister any and all remaining unsold shares of Common Stock covered by such registration statement as of the date hereof. The Company has ceased offering securities under the Plan and no additional securities will be issued thereunder.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on July 6, 2004.

### CONTINENTAL AIRLINES, INC.

By: /s/ Jennifer L. Vogel

Jennifer L. Vogel

Senior Vice President, General Counsel

and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 6, 2004.

Signature

Title

\*

Gordon M. Bethune

Chairman of the Board, Chief Executive Officer  
(Principal Executive Officer) and Director

\*

Lawrence W. Kellner

President, Chief Operating Officer  
and Director

\*

Jeffrey J. Misner

Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

\*

Chris T. Kenny

Vice President and Controller  
(Principal Accounting Officer)

\*

Thomas J. Barrack, Jr.

Director

\*

Director

Kirbyjon H. Caldwell

\*

Director

Douglas H. McCorkindale

\*

Director

Henry L. Meyer III

\*

Director

Oscar Munoz

\*

Director

George G.C. Parker

\*

Director

Karen Hastie Williams

\*

Director

Ronald B. Woodard

\*

Director

Charles A. Yamarone

\*By: /s/ Jennifer L. Vogel

Jennifer L. Vogel, Attorney-in-Fact

**EXHIBIT INDEX**

EXHIBIT NO. Description

24 - Powers of Attorney

**POWER OF ATTORNEY**

The undersigned officer and/or director of Continental Airlines, Inc. does hereby constitute and appoint Jennifer L. Vogel and Kristin H. Becnel, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all acts and things in the undersigned's name and behalf in the undersigned's capacities as officer and/or director, and to execute any and all instruments for the undersigned and in the undersigned's name in the capacities indicated below which such person or persons may deem necessary or advisable to enable Continental Airlines, Inc. to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the Post-Effective Amendments to Registration Statements on Form S-8 ("Registration Statements") relating to the Continental Airlines, Inc. 1994 Stock Incentive Plan, 1994 Restricted Stock Grant, 1997 Employee Stock Purchase Plan and Deferred Compensation Plan, including specifically, but not limited to, power and authority to sign for the undersigned the Registration Statements and any and all amendments thereto, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

June 8, 2004

By: /s/ Thomas J. Barrack, Jr.

Print Name: Thomas J. Barrack, Jr.

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June 8, 2004

By: /s/ Gordon M. Bethune

Print Name: Gordon M. Bethune

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June 8, 2004

Print Name: Kirbyjon H. Caldwell

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June 8, 2004

By: /s/ Lawrence W. Kellner

Print Name: Lawrence W. Kellner

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June 8, 2004

By: /s/ Douglas H. McCorkindale

Print Name: Douglas H. McCorkindale

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June 8, 2004

By: /s/ Henry L. Meyer III

Print Name: Henry L. Meyer III

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June 8, 2004

By: /s/ Oscar Munoz

Print Name: Oscar Munoz

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June 8, 2004

By: /s/ George G.C. Parker

Print Name: George G.C. Parker

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June 8, 2004

By: /s/ Karen Hastie Williams

Print Name: Karen Hastie Williams

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June 8, 2004

By: /s/ Ronald B. Woodard

Print Name: Ronald B. Woodard

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June 8, 2004

By: /s/ Charles A. Yamarone

Print Name: Charles A. Yamarone

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By: /s/ Jeffrey J. Misner

Print Name: Jeffrey J. Misner

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By: /s/ Chris T. Kenny

Print Name: Chris T. Kenny