

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Halbert R. Keith</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2010	3. Issuer Name and Ticker or Trading Symbol <u>United Continental Holdings, Inc. [UAL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP -Chief Information Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>P.O. BOX 66100 - HDQLD</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>CHICAGO IL 60666</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>12,500</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Option (Right to Buy)</u>	<u>(1)</u>	<u>01/02/2018</u>	<u>Common Stock</u>	<u>40,000</u>	<u>31.8</u>	<u>D</u>
<u>Option (Right to Buy)</u>	<u>(1)</u>	<u>03/31/2019</u>	<u>Common Stock</u>	<u>25,800</u>	<u>4.86</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>35,600</u>	<u>0⁽³⁾</u>	<u>D</u>

Explanation of Responses:

- The option will vest upon the closing of the merger between JT Merger Sub, Inc. and Continental Airlines, Inc.
- The restricted stock units will vest upon the closing of the merger between JT Merger Sub, Inc. and Continental Airlines, Inc.
- Each restricted stock unit represents the economic equivalent of one share of common stock and may be settled in cash or common stock upon vesting at the sole discretion of the Human Resources Subcommittee of the Board of Directors.

/s/ Lydia J. Mathas for R. Keith 10/05/2010
Halbert

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

United Continental Holdings, Inc.

Authorization and Designation to Sign and File
Section 16 Reporting Forms and Form 144s

The undersigned, a director and/or executive officer of United Continental Holdings, Inc., a Delaware corporation (the "Company"), does hereby authorize and designate Lydia J. Mathas, Gerald W. Clayton, Sarah E. Hagy, Barbara Thomas or Thomas J. Sabatino, Jr. to sign and file on my behalf any and all Forms 3,4 and 5 relating to equity securities of the Company with the Securities and Exchange Commission (the "SEC") pursuant to the requirements of Section 16 of the Securities Exchange Act of 1934 ("Section 16") and any and all Form 144's relating to equity securities of the Company with the SEC pursuant to Rule 144 under the Securities Act of 1933, as amended. The undersigned revokes any prior Authorization and Designation to Sign and File Section 16 Reporting Forms and Form 144s. This authorization, unless earlier revoked in writing, shall be valid until the undersigned's reporting obligations under Section 16 and Rule 144 with respect to securities of the Company shall cease.

In witness whereof, the undersigned has executed this Authorization and Designation this 1st day of October, 2010.

Signature: /s/ R. Keith Halbert
Printed Name: R. Keith Halbert
Position: EVP and Chief Information Officer