

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Hart Brett J</u><br><br>(Last) (First) (Middle)<br><u>P. O. BOX 66100 HDQLD</u><br><br>(Street)<br><u>CHICAGO IL 60666</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>United Continental Holdings, Inc. [ UAL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, Chief Adm Ofcr &amp; Gen Cnsl</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/28/2019</u>                           |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 02/28/2019                           |  | F <sup>(1)</sup>               |   | 1,593   | D          | \$87.81 | 68,665  | D  |   |
| Common Stock                    | 02/28/2019                           |  | M <sup>(2)(3)</sup>            |   | 4,795   | A          | \$0.00  | 73,460  | D  |   |
| Common Stock                    | 02/28/2019                           |  | F <sup>(4)</sup>               |   | 2,125   | D          | \$87.81 | 71,335  | D  |   |
| Common Stock                    | 02/28/2019                           |  | M <sup>(2)(5)</sup>            |   | 387   | A          | \$0.00  | 71,722  | D  |   |
| Common Stock                    | 02/28/2019                           |  | F <sup>(6)</sup>               |   | 172   | D          | \$87.81 | 71,550  | D  |   |
| Common Stock                    | 02/28/2019                           |  | M <sup>(2)(7)</sup>            |   | 5,809   | A          | \$0.00  | 77,359  | D  |   |
| Common Stock                    | 02/28/2019                           |  | F <sup>(8)</sup>               |   | 2,574   | D          | \$87.81 | 74,785  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | (9)  | 02/28/2019                           |  | M <sup>(2)</sup>               |   |  | 4,795 | (3)  | (3)             | Common Stock  | 4,795                                      | \$0.00   | 4,795   | D  |       |
| Restricted Stock Units                     | (9)  | 02/28/2019                           |  | M <sup>(2)</sup>               |   |  | 387   | (5)  | (5)             | Common Stock  | 387  | \$0.00   | 387   | D  |       |
| Restricted Stock Units                     | (9)  | 02/28/2019                           |  | M <sup>(2)</sup>               |   |  | 5,809 | (7)  | (7)             | Common Stock  | 5,809                                      | \$0.00   | 11,620  | D  |       |

**Explanation of Responses:**

- This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the restricted stock award granted on February 17, 2016.
- Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.
- The RSUs were granted on February 23, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 23, 2017.
- The RSUs were granted on June 14, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on June 14, 2017.
- The RSUs were granted on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.
- This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 22, 2018.
- Each RSU represents the economic equivalent of one share of UAL common stock and is settled in shares of UAL common stock upon vesting.

**Remarks:**

/s/ Sarah Hagy for Brett J. Hart 03/04/2019

\*\* 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 4 (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.

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