

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

SCHEDULE 13G

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

(Amendment No. 3)*

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 December 31, 1997	5 SOLE VOTING POWER	
	3,901,759	
BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER	
	7,315,700	
WITH	7 SOLE DISPOSITIVE POWER	
	11,225,490	
	8 SHARED DISPOSITIVE POWER	
	74	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11,225,564		

	(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 22.4%
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	5	SOLE VOTING POWER	3,901,759
---------------------	---	-------------------	-----------

BENEFICIALLY OWNED	6	SHARED VOTING POWER	7,315,700
-----------------------	---	---------------------	-----------

AS OF December 31, 1997	7	SOLE DISPOSITIVE POWER	11,225,490
----------------------------	---	------------------------	------------

BY EACH REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	74
----------------------------------------	---	--------------------------	----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,225,564
(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
22.4%

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 December 31, 1997 BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 3,901,759 ----- 6 SHARED VOTING POWER 7,315,700 ----- 7 SOLE DISPOSITIVE POWER 11,225,490 ----- 8 SHARED DISPOSITIVE POWER 74
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,225,564 (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 22.4%	
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 December 31, 1997	5 SOLE VOTING POWER 3,901,759 6 SHARED VOTING POWER 7,315,700 7 SOLE DISPOSITIVE POWER 11,225,490 8 SHARED DISPOSITIVE POWER 74
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,225,564 (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 22.4%	
12 TYPE OF REPORTING PERSON * IC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON AXA-UAP	
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 SHARES BENEFICIALLY OWNED AS OF December 31, 1997	5 SOLE VOTING POWER 3,901,759 6 SHARED VOTING POWER 7,315,700 7 SOLE DISPOSITIVE POWER 11,225,490 8 SHARED DISPOSITIVE POWER 74
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,225,564 (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 22.4%	
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 BENEFICIALLY OWNED AS OF December 31, 1997 BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 3,901,759 ----- 6 SHARED VOTING POWER 7,315,700 ----- 7 SOLE DISPOSITIVE POWER 11,225,490 ----- 8 SHARED DISPOSITIVE POWER 74
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,225,564	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * ----- -----	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.4%	
12 TYPE OF REPORTING PERSON * HC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

Page 8 of 13 Pages

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
1290 Avenue of the Americas
New York, New York 10104

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 as a parent holding company.

Item 4. Ownership as of December 31, 1997:

(a) Amount Beneficially Owned:

11,225,564 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 Subsidiaries:	0
----------------------------------------------------	---

The Equitable Life Assurance Society of the United States acquired solely for investment purposes:		
Common Stock	2,929,200	2,929,200

Alliance Capital Management L. P., acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:		
Common Stock	8,296,286	8,296,286

Donaldson, Lufkin & Jenrette Securities Corporation held for investment purposes:		
Common Stock	78	78

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

Total		11,225,564
-------	--	------------

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

(B) Percent of Class:	22.4%
-----------------------	-------

(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	2,725,000	204,200	2,929,200	0
Alliance Capital Management L. P.	1,176,755	7,111,500	8,296,286	0
Donaldson, Lufkin & Jenrette Securities Corporation	4	0	4	74
Wood, Struthers & Winthrop Management Corporation	0	0	0	0
TOTAL	3,901,759	7,315,700	11,225,490	74
	=====	=====	=====	=====

(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: February 10, 1998

THE EQUITABLE COMPANIES INCORPORATED*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*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, 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 Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 10, 1998

The Equitable Companies Incorporated

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

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)