

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

United Continental Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

UNITED CONTINENTAL HOLDINGS, INC.



IMPORTANT ANNUAL MEETING INFORMATION

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ENDORSEMENT_LINE _____ SACKPACK _____
[Barcode]



MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

IMPORTANT INFORMATION BELOW REGARDING THE UNITED CONTINENTAL HOLDINGS, INC. 2012 ANNUAL MEETING OF STOCKHOLDERS

Annual Meeting Notice & Admission Ticket

1234 5678 9012 345

Important Notice Regarding the Availability of Proxy Materials for the United Continental Holdings, Inc. 2012 Annual Meeting of Stockholders to be Held on June 12, 2012

As permitted by the Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the 2012 Annual Meeting of Stockholders are available on the internet. Follow the instructions below to view the materials and vote online or request a paper copy. The items to be voted on and your admission ticket for the Annual Meeting are on the reverse side.

This communication presents only an overview of the more complete proxy materials that are available to you on the internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement and 2011 Annual Report are available at:

www.envisionreports.com/ual

Follow the instructions below to view the materials and vote online or request a paper copy. Your admission ticket for the Annual Meeting and information regarding the items to be voted on are on the reverse side.



Easy Online Access — A Convenient Way to View Proxy Materials and Vote by Internet

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/ual to view the proxy materials.

Step 2: After you have viewed the materials, click on **Cast Your Vote** or **Request Printed Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you wish to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before June 1, 2012 to facilitate timely delivery



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Admission Ticket
2012 Annual Meeting of Stockholders of United Continental Holdings, Inc.

Tuesday, June 12, 2012
9:00 a.m., Eastern Time
Crowne Plaza Hotel
1605 Broadway
New York, New York 10019

Doors will open for registration and admittance at 8:00 a.m. Upon arrival, you must present this admission ticket and valid picture identification at the registration desk to be admitted to the Annual Meeting

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote FOR all the nominees listed under Proposal 1, FOR Proposal 2 and FOR Proposal 3:

1. Election of Directors: Carolyn Corvi, Jane C. Garvey, Walter Isaacson, Henry L. Meyer III, Oscar Munoz, Laurence E. Simmons, Jeffery A. Smisek, Glenn F. Tilton, David J. Vitale, John H. Walker and Charles A. Yamarone
2. Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm
3. Advisory Resolution Approving the Compensation of the Named Executive Officers

PLEASE NOTE: THIS IS NOT A PROXY. To vote your shares, you must access the proxy materials online at <http://www.envisionreports.com/ual>. Participants holding shares in the United 401(k) plans can also view the Notice to Plan Participants at this website. Once you have accessed the proxy materials, you can vote your shares or direct the trustee as to shares held in the United 401(k) plans via the internet or telephone. You can also request to receive a set of proxy materials and a proxy card in the mail. In addition, registered stockholders can vote in person at the Annual Meeting by presenting this ticket. Participants in the United 401(k) plans are not eligible to vote in person at the Annual Meeting.



Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the internet, telephone or email options below.

Email copies: Current and future email delivery requests must be submitted via the internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the numbers in the shaded bar on the reverse when requesting a set of proxy materials.

- g **Internet** – Go to www.envisionreports.com/ual. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** – Call Computershare free of charge at 1-866-641-4276 using a touch tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g **Email** – Send an email to investorvote@computershare.com with "Proxy Materials United Continental Holdings, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by June 1, 2012.

For directions to the Annual Meeting, please contact United's corporate office at (312) 997-8000.