

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

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **June 6, 2006**

CONTINENTAL AIRLINES, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-10323

(Commission File Number)

74-2099724

(IRS Employer Identification No.)

1600 Smith Street, Dept. HQSEO, Houston, Texas

(Address of Principal Executive Offices)

77002

(Zip Code)

(713) 324-2950

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Amendment to Boeing Purchase Agreement 2484

Continental Airlines, Inc. (the "Company") and The Boeing Company ("Boeing") have amended Purchase Agreement No. 2484, dated as of December 29, 2004 (the "787 Agreement"), to add ten firm and five option Boeing model 787 aircraft to the 787 Agreement. This amendment, reflected in Supplemental Agreement No. 3 to Purchase Agreement No. 2484, became effective upon

receipt of approval by the Company's board of directors on June 6, 2006. Continental now has firm commitments for a total of 20 787 aircraft scheduled for delivery from 2009 through 2012 and options to acquire 10 787 aircraft from 2011 through 2014. The press release announcing the Company's additional 787 aircraft is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Amendment to Boeing Purchase Agreement 1951

On June 6, 2006, the Company and Boeing also entered into Supplemental Agreement No. 38 to Purchase Agreement No. 1951, dated as of July 23, 1996, pursuant to which the Company exercised options to purchase 24 Boeing model 737 aircraft and received 46 additional options. The Company now has firm commitments for a total of 66 737 aircraft scheduled for delivery from 2006 through 2009 and options to acquire an additional 47 737 aircraft from 2010 through 2013. The press release announcing the Company's additional 737 aircraft is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

In addition to the purchase agreements described herein (each as supplemented), Boeing and its affiliates are party to several aircraft purchase agreements (and related financing arrangements) with the Company, under which the Company acquires aircraft for its all-Boeing fleet.

Amendment to Incentive Plan 2000

On February 22, 2006, the Company's board of directors unanimously approved, subject to stockholder approval, an amendment (the "Plan Amendment") to the Continental Airlines, Inc. Incentive Plan 2000 (the "Incentive Plan") to increase the number of shares of the Company's Class B common stock issuable under the Incentive Plan from 3 million to 4.5 million. Following the approval of the Plan Amendment by the stockholders at the Company's annual meeting of stockholders on June 6, 2006, the Company adopted the Plan Amendment effective June 6, 2006.

Item 7.01. Regulation FD Disclosure.

A presentation slide illustrating the Company's flexible fleet plan is furnished herewith as Exhibit 99.2 and is incorporated herein by reference. The minimum scenario reflects lease expirations on narrowbody aircraft, and the exiting of the owned 737-300 fleet and some of the owned 737-500s and 767-200ERs. The maximum scenario assumes no retirements and exercise of all existing options.

Item 8.01. Other Events.

Amendment to Amended and Restated Certificate of Incorporation

Also on June 6, 2006, the Company's stockholders voted to approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the authorized Class B common stock from 200 million shares to 400 million shares (the "Charter Amendment"). The Company promptly filed the Charter Amendment with the Secretary of State of the State of Delaware, at which time it became effective.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release
- 99.2 Presentation Slide

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Continental Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONTINENTAL AIRLINES, INC.

June 7, 2006

By /s/ Jennifer L. Vogel

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Jennifer L. Vogel

Senior Vice President, General Counsel,

Secretary and Corporate Compliance Officer

EXHIBIT INDEX

- 99.1 Press Release
- 99.2 Presentation Slide



News Release

Contact: Corporate Communications

Houston: 713.324.5080

Email: corpcomm@coair.com

News archive: continental.com/company/news/ **Address:** P.O. Box 4607, Houston, TX 77210-4607

CONTINENTAL AIRLINES ORDERS

10 MORE BOEING 787s AND 24 MORE BOEING 737s

Airline gains flexibility to replace less efficient aircraft and continue successful growth

HOUSTON, June 6, 2006 - Continental Airlines (NYSE: CAL) today announced that it has ordered 10 additional Boeing 787 Dreamliner aircraft, bringing to 20 the total number of 787s the company has ordered from The Boeing Company and making Continental the largest U.S. customer for Boeing's newest widebody aircraft.

In addition, the company will acquire 24 more Boeing Next-Generation 737 (737NG) aircraft, bringing the total number of Boeing 737NGs in its fleet to 213 when these aircraft, and pre-existing firm order 737NG aircraft, are delivered.

"These aircraft will give us the ability to seize long-haul market opportunities, remove less efficient aircraft from our fleet and maintain our role as a global network leader," said Larry Kellner, Continental's chairman and CEO. "We continue to target 5 to 7 percent annual growth in capacity. Our fleet plan remains flexible, permitting us to respond appropriately to market conditions."

Working together with its valued business partners at Boeing, Continental has been

acquiring modern, fuel-efficient aircraft over the past decade, giving the airline a natural fuel hedge and an advantage over its competitors. Since 1998, the company has improved fuel efficiency by nearly 25 percent per available seat mile as a result of several factors including fleet modernization, implementation of fuel-saving technology like winglets, and improved operating procedures.

787s Optimal for International Growth

The Boeing 787 is the optimal aircraft to support Continental's strategy for continued international growth. With expanded range capabilities, unmatched fuel efficiency and superior operating economics, the 787s will allow the company to replace less efficient widebody aircraft, such as the company's 767-200 aircraft, and target additional long-haul markets. The 787s will also give Continental the ability to offer more capacity on international routes that need larger aircraft to support traffic growth.

737NGs Provide Fleet Flexibility

One of the world's most popular and reliable aircraft the Boeing 737NGs feature advanced technology for greater operational efficiencies. The 24 additional 737NGs, along with other 737NG aircraft already on order, will give Continental the flexibility to continue to grow while replacing older, less efficient 737 classic aircraft, such as the company's 737-300 aircraft. Continental has arranged backstop financing for the additional 737NG aircraft.

Delivery Schedule

This new order will bring Continental's firm commitments for new aircraft to 88 (20 Boeing 787s, two Boeing 777s and 66 Boeing 737s). The first of the 20 Boeing 787 aircraft is scheduled for delivery in 2009, and the first additional 737NG will be scheduled for delivery in 2008.

Well-Managed Fleet Plan

Since announcing its fleet modernization program a decade ago, Continental has reduced the number of airplane types in its fleet from nine to three and reached its goal of operating one of the most efficient fleets among U.S. airlines. More than 70 percent of its fleet consists of common-rated Boeing 737 series aircraft, which allow for greater efficiencies in pilot training, enhanced crew

flexibility, increased savings from simplified maintenance and reduced spare parts inventory costs. The following chart lists the type and number of aircraft in Continental's current fleet.

Aircraft type	No. in Fleet
777-200ER	18
767-400ER	16
767-200ER	10
757-300	17
757-200	41
737-900	12
737-800	99
737-700	36
737-500	63
737-300	48
Total	360

Winglets Provide Fuel Savings

Continental is installing winglets on its 757-200 and 737-700/-800 aircraft. Winglets, in combination with the company's young, fuel-efficient fleet, provide a natural hedge against soaring fuel costs. Winglets reduce drag on an aircraft's wings, increasing fuel efficiency by up to 5 percent. Continental has installed winglets on 126 Boeing 737 and 24 Boeing 757 aircraft.

A Decade of International Growth

With over \$3 billion invested in its hub facilities at New York, Cleveland and Houston and a fleet plan that has been carefully managed over the last decade, Continental has positioned itself for successful growth. Last year, Continental completed one of the most aggressive international expansions in the company's history, including first-ever nonstop service between its New York hub at Newark Liberty International Airport and Delhi, India; and Beijing, China. In May 2006, the company launched three more international routes between New York/Newark and Cologne, Germany; Barcelona, Spain; and Copenhagen, Denmark. The airline now serves more international destinations than any other U.S. airline, with more nonstop destinations to Europe from the New York area and more destinations in Mexico from the U.S. than any other carrier.

Continental Airlines, together with Continental Express and Continental Connection, has more than 3,200 daily departures throughout the Americas, Europe and Asia, serving 151 domestic and 137 international destinations. More than 400 additional points are served via SkyTeam alliance airlines. With more than 42,000 employees, Continental has hubs serving New York, Houston, Cleveland and Guam, and together with Continental Express, carries approximately 61 million passengers per year. Continental consistently earns awards and critical acclaim for both its operation and its corporate culture.

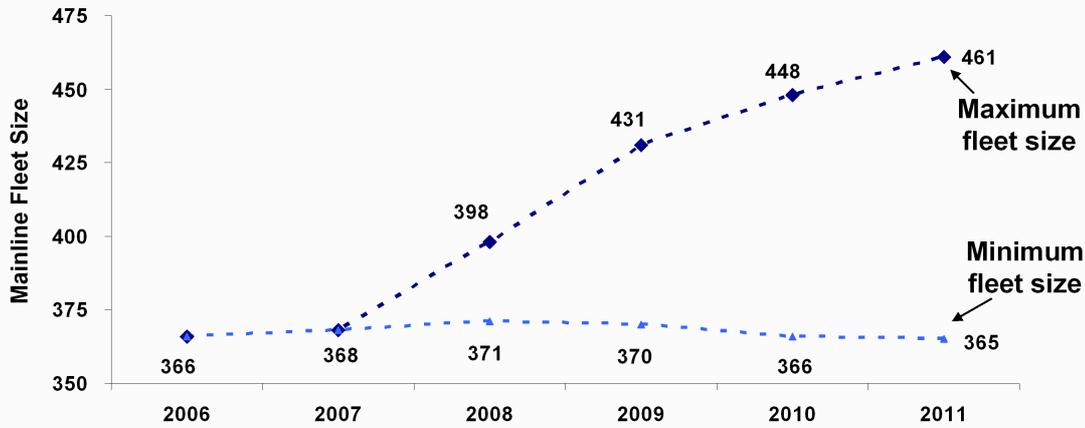
For the third consecutive year, in 2006, FORTUNE magazine named Continental the No. 1 Most Admired Global Airline on its annual list of Most Admired Global Companies. Continental was also named the No. 1 airline on the publication's 2006 America's Most Admired airline industry list. Additionally, Continental again won major awards at the OAG Airline of the Year Awards including "Best Airline Based in North America" for the third year in a row, and "Best Executive/Business Class" for the fourth consecutive year. For more company information, visit continental.com.

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Investing in the Future

- Ordered 10 Boeing 787 and 24 737NG aircraft for delivery between 2008 and 2012
- Provides flexibility to retire aircraft while maintaining our successful growth strategy



MAX scenario assumes no retirements and exercise of all existing options

MIN scenario reflects lease expirations on narrowbody aircraft; exit of owned 737-300 fleet and some 737-500s and 767-200ERs