

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)

America West Airlines, Inc.

(Name of Issuer)

Class A Common Stock, \$.01 par value
Class B Common Stock, \$.01 par value
Warrants to Purchase Class B Common Stock

(Title of Class of Securities)

023650 302
023650 203
023650 112

(CUSIP Numbers)

Jeffery A. Smisek
Senior Vice President, General Counsel and Secretary
Continental Airlines, Inc.
2929 Allen Parkway, Suite 2010
Houston, Texas 77019
(713) 834-2950

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 12, 1996

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement [].

SCHEDULE 13D

CUSIP Nos. 023650 302, 023650 203, 023650 112

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Continental Airlines, Inc.
74-2099724

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER

CLASS A COMMON STOCK	158,569
CLASS B COMMON STOCK	317,140

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

8 SHARED VOTING POWER

CLASS A COMMON STOCK	1,200,000
CLASS B COMMON STOCK	5,175,291
WARRANTS	2,711,290

REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

CLASS A COMMON STOCK	158,569
CLASS B COMMON STOCK	317,140

10 SHARED DISPOSITIVE POWER

CLASS A COMMON STOCK	1,200,000
CLASS B COMMON STOCK	5,175,291
WARRANTS	2,711,290

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CLASS A COMMON STOCK	1,200,000
CLASS B COMMON STOCK	5,175,291
WARRANTS	2,711,290

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

CLASS A COMMON STOCK	100.0%
CLASS B COMMON STOCK	11.1%
WARRANTS	33.1%

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 7 (this "Amendment") amends and supplements the Schedule 13D filed on September 6, 1994, as amended by Amendment No. 1 filed on November 22, 1995, Amendment No. 2 filed on January 30, 1996, Amendment No. 3 filed on February 16, 1996, Amendment No. 4 filed on February 22, 1996, Amendment No. 5 filed on February 27, 1996 and Amendment No. 6 filed on May 24, 1996 (the "Schedule 13D"), of Continental Airlines, Inc. ("Continental") with respect to the Class A Common Stock, \$0.01 par value per share (the "Class A Common"), the Class B Common Stock, \$0.01 par value per share (the "Class B Common"), and the Warrants to Purchase Class B Common (the "Warrants") of America West Airlines, Inc., a Delaware corporation (the "Company"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (b) of the Schedule 13D are hereby amended to read in their entirety as follows:

(a)-(b) At the date hereof, Continental has the sole power to vote and dispose of 158,569 shares of Class A Common and 317,140 shares of Class B Common. The Class A Common held by Continental represents approximately 13.2% of the 1,200,000 shares of Class A Common outstanding as of April 30, 1996, based on information provided by the Company. The Class B Common held by Continental represents approximately .7% of the 44,019,379 shares of Class B Common outstanding as of April 30, 1996, based on information provided by the Company.

As set forth in Item 5(d) and 6 to the Schedule 13D, Continental has certain understandings and agreements regarding the voting and disposition of

the securities of the Company held by it with the TPG Parties and Mesa Airlines, Inc., a New Mexico corporation ("Mesa"). As a result of these agreements and understandings, Continental together with each of the TPG Parties and Mesa comprise a group within the meaning of Section 13(d)(3) of the Exchange Act, and each may be deemed to beneficially own the securities of the Company owned by the others. Information concerning the ownership of Class A Common, Class B Common and Warrants by each of the TPG Parties and Mesa is contained in separate Schedules 13D, as amended, filed by each of the TPG Parties and Mesa.

Pursuant to the referenced agreements and understandings, the group previously included GPA Group plc, an Irish public limited company ("GPA"). In an amendment to its Schedule 13D filed on June 12, 1996, GPA reported that on May 23, 1996 it closed the sale of all of its 1,384,615 Warrants to the Company for a total of \$11,609,996.78, representing an amount per Warrant equal to (a) the difference between a per share exercise price of the Class B Common of \$20.125 and \$12.74 (the exercise price of the Warrants), plus (b) a premium of \$1.00 per Warrant. In the same amendment to its Schedule 13D, GPA reported that it no longer held any Class A Common, Class B Common or Warrants.

As a result of, and simultaneously with, such sale, the rights and obligations of GPA under each of the Stockholders' Agreement and the GPA Voting Agreement (other than the obligation for GPA to cause the resignation or removal of its designated director from the Company's board of directors) terminated automatically. Accordingly, Continental no longer has any understandings or agreements regarding the voting and disposition of the securities of the Company held by it with GPA, and Continental and GPA no longer comprise a group within the meaning of Section 13(d)(3) of the Exchange Act.

On the basis of information contained in the Schedules 13D (as amended as of the date hereof) filed by the TPG Parties and Mesa, Continental, the TPG Parties and Mesa, as a group, beneficially own 1,200,000 shares of Class A Common, 2,464,001 shares of Class B Common (excluding 2,711,290 shares of Class B Common purchasable upon the exercise of Warrants), and 2,711,290 Warrants. The aggregate amount of Class A Common beneficially owned by the group represents 100% of the 1,200,000 shares of Class A Common outstanding as of April 30, 1996, based on information provided by the Company. The aggregate amount of Class B Common beneficially owned by the group (excluding shares purchasable upon the exercise of Warrants) represents approximately 5.6% of the 44,019,379 shares of Class B Common outstanding as of April 30, 1996, based on information provided by the Company. The aggregate amount of Warrants beneficially owned by the group represents approximately 33.1% of the 8,184,763 Warrants outstanding as of April 30, 1996, based on information provided by the Company, after giving effect to the cancellation of the Warrants sold by GPA to the Company. Assuming exercise of the Warrants, the aggregate amount of Class B Common and Warrants beneficially owned by the group represents approximately 11.1% of the 46,730,669 shares of Class B Common that would be assumed to be outstanding upon such exercise.

Except as described herein, Continental does not have the sole or shared voting power to vote or the sole or shared power to dispose of any shares of Class A Common, Class B Common or any of the Warrants.

To the knowledge of Continental, none of the individuals named in Item 2 has the sole or shared power to vote or the sole or shared power to dispose of any shares of Class A Common, Class B Common or any of the Warrants.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following paragraph immediately prior to the final paragraph thereof.

As a result of, and simultaneously with, the sale of all of its Warrants (as reported in the amendment to its Schedule 13D described above), the rights and obligations of GPA under each of the Stockholders' Agreement and the GPA Voting Agreement (other than the obligation for GPA to cause the resignation or removal of its designated director from the Company's board of directors) terminated automatically.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and accurate.

Dated: June 18, 1996

CONTINENTAL AIRLINES, INC.

By: /s/ Jeffery A. Smisek
Name: Jeffery A. Smisek
Senior Vice President