

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):

November 6, 2000

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-09781

74-2099724

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

1600 Smith Street, Dept. HQSEO, Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

(713) 324-2950

(Registrant's telephone number, including area code)

Item 5. Other Events.

On November 6, 2000, Continental Airlines, Inc. issued a press release, which is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release.

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.

By /s/ Jeffery A. Smisek Jeffery A. Smisek

Executive Vice President

and General Counsel

November 6, 2000

EXHIBIT INDEX

99.1 Press Release

News Release

Contact: Corporate Communications

Houston: 713.324.5080

Email: corpcomm@coair.com

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

CONTINENTAL ANNOUNCES PROPOSED PRIVATE PLACEMENT

HOUSTON, November 6, 2000 -- Continental Airlines, Inc. (NYSE: CAL and CAL.A) today announced plans for an affiliated special purpose trust to offer for sale \$250 million of convertible preferred securities, convertible into Continental Class B common stock and maturing in 2030.

The Company intends to offer the securities in a private placement to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act of 1933.

Continental said it intends to use the net proceeds from the offering to fund a portion of the purchase price for the proposed repurchase by Continental of

Class A common stock held by Northwest Airlines. If the Northwest repurchase is not consummated, Continental said it intends to use the net proceeds for general corporate purposes.

The securities offered will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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