

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 10, 2003

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-10323	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 June 10, 2003, we issued a press release announcing the completion of our sale of \$175 million principal amount of our 5% Convertible Notes due 2023. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

The notes were issued in a Rule 144A/Regulation S offering at a price of \$1,000 per note and have a principal amount of \$1,000. The notes bear interest at the rate of 5% per year on the principal amount from June 10, 2003, or from the most recent date to which

interest has been paid or provided for. Interest is payable semiannually in arrears on June 15 and December 15 of each year, beginning December 15, 2003. The notes are unsubordinated and unsecured and are not covered by any sinking fund.

The notes are convertible in certain circumstances into our common stock at a rate of 50 shares of our common stock per \$1,000 of principal amount, subject to certain adjustments, reflecting an initial conversion price of \$20 per share.

We may redeem for cash all or a portion of the notes at any time on or after June 18, 2010, at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest, if any.

In certain circumstances or at certain times beginning in 2010, holders of the notes may require us to repurchase the notes at a repurchase price equal to 100% of their principal amount, plus accrued and unpaid interest, if any.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

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.

June 12, 2003

By /s/ Jennifer L. Vogel

Jennifer L. Vogel

Vice President, General Counsel

and Secretary

EXHIBIT INDEX

99.1 Press Release



News Release

Contact: Corporate Communications

Houston: 713.324.5080

Email: corpcomm@coair.com

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

CONTINENTAL AIRLINES ANNOUNCES COMPLETION OF \$175 MILLION 5% CONVERTIBLE NOTES OFFERING

HOUSTON, June 10, 2003 - Continental Airlines, Inc. ("Continental") (NYSE: CAL) announced today that it has completed its sale of 5% Convertible Notes due 2023 which was announced last week. In addition to the offering of \$150 million principal amount of notes, the company announced that the initial purchasers had exercised their option to purchase an additional \$25 million principal amount of notes. Net proceeds of the offering after expenses and commissions are expected to be approximately \$170 million, which will be used for working capital and general corporate purposes.

The Notes and the common stock issuable upon conversion of the Notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws, and unless so registered, may not be offered or sold in the United States, except pursuant to an applicable exemption from the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.

This news release does not and will not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any state in which any such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state. This news release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933, as amended.

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