

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

SCHEDULE 14A INFORMATION

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:

Annual Meeting Notice & Admission Ticket

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**Important Notice Regarding the Availability of Proxy Materials for the
United Continental Holdings, Inc. 2011 Meeting to be Held on June 8, 2011**

As permitted by the Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the 2011 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. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and 2010 Annual Report are available at:

www.envisionreports.com/ual



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

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 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.

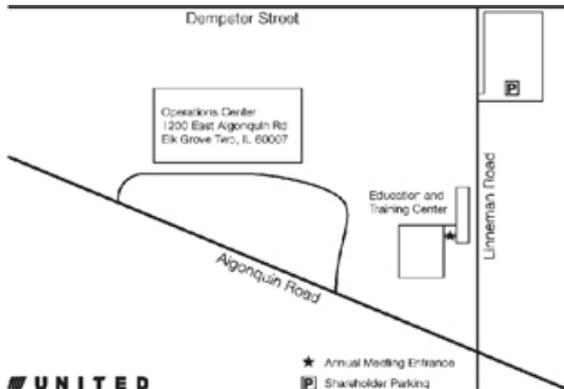


Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before June 1, 2011 to facilitate timely delivery.

Admission Ticket

2011 Annual Meeting of Stockholders of United Continental Holdings, Inc.
Wednesday, June 8, 2011
9:00 a.m., Central Standard Time

United Airlines Education & Training Center
1200 E. Algonquin Road
Elk Grove Village, Illinois 60007



Doors will open for registration 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.

* The Proxy Statement and 2010 Annual Report are available at <http://www.envisionreports.com/ual>

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 Proposals 2 and 3, and FOR the annual vote frequency under Proposal 4:

1. Election of Directors: Kirbyjon H. Caldwell, Carolyn Corvi, W. James Farrell, Jane C. Garvey, Walter Isaacson, Henry L. Meyer III, Oscar Munoz, James J. O'Connor, 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 the Independent Registered Public Accounting Firm
3. Advisory Resolution Approving the Compensation of the Named Executive Officers
4. Advisory Resolution Relating to the Frequency of Future Advisory Stockholder Votes to Approve 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>. Stockholders through 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 online or via 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 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 telephone, Internet 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 number in the shaded bar on the reverse side 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 copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** – Call us free of charge at 1-866-641-4276 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, 2011.