

As filed with the Securities and Exchange Commission on July 6, 2004

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

Post Effective Amendment No. 1 to

FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1600 Smith Street, Dept. HQSEO	74-2099724
(State or other	Houston, Texas 77002	(IRS Employer
jurisdiction of	(Address of principal executive offices)	Identification No.)
incorporation or	(Zip Code)	
organization)		

CONTINENTAL AIRLINES, INC.

1994 INCENTIVE PLAN

(Full title of the plan)

Jennifer L. Vogel, Esq.

Senior Vice President,

General Counsel and Secretary

Continental Airlines, Inc.

1600 Smith Street, Dept. HQSEO

Houston, Texas 77002

(713) 324-2950

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

DEREGISTRATION OF SECURITIES

Continental Airlines, Inc. (the "Company") previously filed a registration statement on Form S-8 (file no. 333-06993) for the purpose of registering 1,500,000 shares of its Class B Common Stock ("Common Stock") for issuance under the Continental Airlines, Inc. 1994 Incentive Plan (the "Plan"). The Company is filing this post-effective amendment to that registration statement to deregister any and all remaining unsold shares of Common Stock covered by such registration statement as of the date hereof. The Company has ceased offering securities under the Plan and no additional securities will be issued thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on July 6, 2004.

CONTINENTAL AIRLINES, INC.

By: /s/ Jennifer L. Vogel
Jennifer L. Vogel
Senior Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 6, 2004.

<u>Signature</u>	<u>Title</u>
<u>*</u> Gordon M. Bethune	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director
<u>*</u> Lawrence W. Kellner	President, Chief Operating Officer and Director
<u>*</u> Jeffrey J. Misner	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>*</u> Chris T. Kenny	Vice President and Controller (Principal Accounting Officer)
<u>*</u> Thomas J. Barrack, Jr.	Director
<u>*</u> Kirbyjon H. Caldwell	Director

<u> *</u> Douglas H. McCorkindale	Director
<u> *</u> Henry L. Meyer III	Director
<u> *</u> Oscar Munoz	Director
<u> *</u> George G.C. Parker	Director
<u> *</u> Karen Hastie Williams	Director
<u> *</u> Ronald B. Woodard	Director
<u> *</u> Charles A. Yamarone	Director

*By: /s/ Jennifer L. Vogel
 Jennifer L. Vogel, Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.	Description
24	- Powers of Attorney

POWER OF ATTORNEY

The undersigned officer and/or director of Continental Airlines, Inc. does hereby constitute and appoint Jennifer L. Vogel and Kristin H. Becnel, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all acts and things in the undersigned's name and behalf in the undersigned's capacities as officer and/or director, and to execute any and all instruments for the undersigned and in the undersigned's name in the capacities indicated below which such person or persons may deem necessary or advisable to enable Continental Airlines, Inc. to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the Post-Effective Amendments to Registration Statements on Form S-8 ("Registration Statements") relating to the Continental Airlines, Inc. 1994 Stock Incentive Plan, 1994 Restricted Stock Grant, 1997 Employee Stock Purchase Plan and Deferred Compensation Plan, including specifically, but not limited to, power and authority to sign for the undersigned the Registration Statements and any and all amendments thereto, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

June 8, 2004

By: /s/ Thomas J. Barrack, Jr.

Print Name: Thomas J. Barrack, Jr.

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June 8, 2004

By: /s/ Gordon M. Bethune

Print Name: Gordon M. Bethune

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June 8, 2004

Print Name: Kirbyjon H. Caldwell

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June 8, 2004

By: /s/ Lawrence W. Kellner

Print Name: Lawrence W. Kellner

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June 8, 2004

By: /s/ Douglas H. McCorkindale

Print Name: Douglas H. McCorkindale

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June 8, 2004

By: /s/ Henry L. Meyer III

Print Name: Henry L. Meyer III

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June 8, 2004

By: /s/ Oscar Munoz

Print Name: Oscar Munoz

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June 8, 2004

By: /s/ George G.C. Parker

Print Name: George G.C. Parker

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June 8, 2004

By: /s/ Karen Hastie Williams

Print Name: Karen Hastie Williams

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June 8, 2004

By: /s/ Ronald B. Woodard

Print Name: Ronald B. Woodard

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June 8, 2004

By: /s/ Charles A. Yamarone

Print Name: Charles A. Yamarone

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June 8, 2004

By: /s/ Jeffrey J. Misner

Print Name: Jeffrey J. Misner

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June 8, 2004

By: /s/ Chris T. Kenny

Print Name: Chris T. Kenny