

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 Amendment No. 2

to  
 Form S-4  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Continental Airlines, Inc.  
 (Exact name of registrant as specified in its charter)

Delaware 4512 74-2099724  
 (State or other jurisdiction (Primary standard industrial (I.R.S. employer  
 of incorporation or classification code number) identification number)  
 organization)

2929 Allen Parkway, Suite 2010  
 Houston, Texas 77019  
 (713) 834-2950  
 (Address, including zip code, and telephone number, including  
 area code, of registrant's principal executive offices)

JEFFERY A. SMISEK, Esq.  
 Executive Vice President, General Counsel and Secretary  
 Continental Airlines, Inc.  
 2929 Allen Parkway, Suite 2010  
 Houston, Texas 77019  
 (713) 834-2950

(Name, address, including zip code, and telephone number, including area code,  
 of agent for service)

Copies of correspondence to:  
 JOHN K. HOYNS, Esq.  
 Hughes Hubbard & Reed LLP  
 One Battery Park Plaza  
 New York, New York 10004-1482

Approximate date of commencement of proposed sale to the public:  
 As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in  
 connection with the formation of a holding company and there is compliance with  
 General Instruction G, check the following box:

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Certificate (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Pass Through Certificates, Series 1997-1A.....	\$437,876,000	100%	\$437,876,000	
Pass Through Certificates, Series 1997-1B.....	\$148,333,000	100%	\$148,333,000	\$214,334 (3)
Pass Through Certificates, Series 1997-1C-I.....	\$111,093,000	100%	\$111,093,000	
Pass Through Certificates, Series 1997-1C-II.....	\$10,000,000	100%	\$10,000,000	

- (1) Equals the aggregate principal amount of the securities being registered.
- (2) Pursuant to Rule 457(f)(2), the registration fee has been calculated using the book value of the securities being registered.
- (3) Paid on May 27, 1997.

The Registrant hereby amends this Registration Statement on such date or  
 dates as may be necessary to delay its effective date until the Registrant shall  
 file a further amendment which specifically states that this Registration  
 Statement shall thereafter become effective in accordance with Section 8(a) of  
 the Securities Act of 1933 or until the Registration Statement shall become  
 effective on such date as the Commission, acting pursuant to said Section 8(a),  
 may determine.

## Item 21. Exhibits.

(The below-listed exhibits have been previously filed.)

Exhibit Number -----	Description of Exhibit -----
4.1	-- Form of New 7.461% Continental Airlines Pass Through Certificate Series 1997-1A-0 (included in Exhibit 4.5)
4.2	-- Form of New 7.461% Continental Airlines Pass Through Certificate Series 1997-1B-0 (included in Exhibit 4.6)
4.3	-- Form of New 7.420% Continental Airlines Pass Through Certificate Series 1997-1C-I-0 (included in Exhibit 4.7)
4.4	-- Form of New 7.420% Continental Airlines Pass Through Certificate Series 1997-1C-II-0 (included in Exhibit 4.8)
4.5	-- Pass Through Trust Agreement, dated as of March 21, 1997, between Continental Airlines, Inc., and Wilmington Trust Company, as Trustee, made with respect to the formation of Continental Airlines Pass Through Trust, Series 1997-1A-0 and the issuance of 7.461% Continental Airlines Pass Through Trust, Series 1997-1A-0 Pass Through Certificates representing fractional undivided interests in the Trust
4.6	-- Pass Through Trust Agreement, dated as of March 21, 1997, between Continental Airlines, Inc., and Wilmington Trust Company, as Trustee, made with respect to the formation of Continental Airlines Pass Through Trust, Series 1997-1B-0 and the issuance of 7.461% Continental Airlines Pass Through Trust, Series 1997-1B-0 Pass Through Certificates representing fractional undivided interests in the Trust
4.7	-- Pass Through Trust Agreement, dated as of March 21, 1997, between Continental Airlines, Inc., and Wilmington Trust Company, as Trustee, made with respect to the formation of Continental Airlines Pass Through Trust, Series 1997-1C-I-0 and the issuance of 7.420% Continental Airlines Pass Through Trust, Series 1997-1C-I-0 Pass Through Certificates representing fractional undivided interests in the Trust
4.8	-- Pass Through Trust Agreement, dated as of March 21, 1997, between Continental Airlines, Inc., and Wilmington Trust Company, as Trustee, made with respect to the formation of Continental Airlines Pass Through Trust, Series 1997-1C-II-0 and the issuance of 7.420% Continental Airlines Pass Through Trust, Series 1997-1C-II-0 Pass Through Certificates representing fractional undivided interests in the Trust
4.9	-- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1A-0, as Borrower and ABN AMRO Bank N.V., Chicago Branch as Liquidity Provider
4.10	-- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1A-0, as Borrower and ING Bank N.V. as Liquidity Provider

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- 4.11 -- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1B-0, as Borrower and ABN AMRO Bank N.V., Chicago Branch as Liquidity Provider
- 4.12 -- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1B-0, as Borrower and ING Bank N.V. as Liquidity Provider
- 4.13 -- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1C-I-0, as Borrower and ABN AMRO Bank N.V., Chicago Branch as Liquidity Provider
- 4.14 -- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1C-I-0, as Borrower and ING Bank N.V. as Liquidity Provider
- 4.15 -- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1C-II-0, as Borrower and ABN AMRO Bank N.V., Chicago Branch as Liquidity Provider
- 4.16 -- Revolving Credit Agreement, dated March 21, 1997, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the Continental Airlines Pass Through Trust 1997-1C-II-0, as Borrower and ING Bank N.V. as Liquidity Provider
- 4.17 -- Intercreditor Agreement dated as of March 21, 1997, among Wilmington Trust Company, as Trustee under the Continental Airlines Pass Through Trust 1997-1A-0, Continental Airlines Pass Through Trust 1997-1B-0, Continental Airlines Pass Through Trust 1997-1C-I-0 and Continental Pass Through Trust 1997-1C-II-0, ING Bank N.V. and ABN AMRO Bank N.V., as Class A Liquidity Provider, Class B Liquidity Provider, Class C Liquidity Provider, and Wilmington Trust Company, as Subordination Agent and Trustee
- 4.18 -- Exchange and Registration Rights Agreement, dated as of March 21, 1997, among Continental Airlines, Inc., Wilmington Trust Company, as Trustee under Continental Airlines Pass Through Trust, Series 1997-1A-0, Continental Airlines Pass Through Trust, Series 1997-1B-0, Continental Airlines Pass Through Trust, Series 1997-1C-I-0, Continental Airlines Pass Through Trust, Series 1997-1C-II-0, and Credit Suisse First Boston Corporation, Morgan Stanley & Co. Incorporated, Chase Securities Inc. and Goldman, Sachs & Co.
- 4.19 -- Deposit Agreement (Class A) dated as of March 21, 1997 between First Security Bank, National Association as Escrow Agent under the Escrow and Paying Agent Agreement, and Credit Suisse First Boston, New York Branch, as Depositary
- 4.20 -- Deposit Agreement (Class B) dated as of March 21, 1997 between First Security Bank, National Association as Escrow Agent under the Escrow and Paying Agent Agreement, and Credit Suisse First Boston, New York Branch, as Depositary
- 4.21 -- Deposit Agreement (Class C-I) dated as of March 21, 1997 between First Security Bank, National Association as Escrow Agent under the Escrow and Paying Agent Agreement, and Credit Suisse First Boston, New York Branch, as Depositary

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- 4.22 -- Deposit Agreement (Class C-II) dated as of March 21, 1997 between First Security Bank, National Association as Escrow Agent under the Escrow and Paying Agent Agreement, and Credit Suisse First Boston, New York Branch, as Depositary
- 4.23 -- Escrow and Paying Agent Agreement (Class A) dated as of March 21, 1997 among First Security Bank, National Association as Escrow Agent; Credit Suisse First Boston Corporation, Morgan Stanley & Co. Incorporated, Chase Securities Inc. and Goldman, Sachs & Co., as Initial Purchasers under the Certificate Purchase Agreement; Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of Continental Airlines Pass Through Trust 1997-1A-0 as Pass Through Trustee; and Wilmington Trust Company as Paying Agent
- 4.24 -- Escrow and Paying Agent Agreement (Class B) dated as of March 21, 1997 among First Security Bank, National Association as Escrow Agent; Credit Suisse First Boston Corporation, Morgan Stanley & Co. Incorporated, Chase Securities Inc. and Goldman, Sachs & Co., as Initial Purchasers under the Certificate Purchase Agreement; Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of Continental Airlines Pass Through Trust 1997-1B-0 as Pass Through Trustee; and Wilmington Trust Company as Paying Agent
- 4.25 -- Escrow and Paying Agent Agreement (Class C-I) dated as of March 21, 1997 among First Security Bank, National Association as Escrow Agent; Credit Suisse First Boston Corporation, Morgan Stanley & Co. Incorporated, Chase Securities Inc. and Goldman, Sachs & Co., as Initial Purchasers under the Certificate Purchase Agreement; Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of Continental Airlines Pass Through Trust 1997-1C-I-0 as Pass Through Trustee; and Wilmington Trust Company as Paying Agent
- 4.26 -- Escrow and Paying Agent Agreement (Class C-II) dated as of March 21, 1997 among First Security Bank, National Association as Escrow Agent; Credit Suisse First Boston Corporation, Morgan Stanley & Co. Incorporated, Chase Securities Inc. and Goldman, Sachs & Co., as Initial Purchasers under the Certificate Purchase Agreement; Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of Continental Airlines Pass Through Trust 1997-1C-II-0 as Pass Through Trustee; and Wilmington Trust Company as Paying Agent
- 4.27 -- Note Purchase Agreement dated as of March 21, 1997 among Continental Airlines, Inc., Wilmington Trust Company as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, First Security Bank, National Association, as Escrow Agent and Wilmington Trust Company as Paying Agent

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4.28	-- Form of Leased Aircraft Participation Agreement (included as Exhibit A-1 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.29	-- Form of Lease (included as Exhibit A-2 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.30	-- Form of Leased Aircraft Indenture (included as Exhibit A-3 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.31	-- Form of Leased Aircraft Trust Agreement (included as Exhibit A-5 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.32	-- Form of Owned Aircraft Participation Agreement (included as Exhibit C-1 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.33	-- Form of Owned Aircraft Indenture (included as Exhibit C-2 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.34	-- Form of Special Participation Agreement (included as Exhibit D-1 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.35	-- Form of Special Lease (included as Exhibit D-2 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.36	-- Form of Special Indenture (included as Exhibit D-3 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
4.37	-- Form of Special Trust Agreement (included as Exhibit D-4 to Exhibit 4.27 to this Registration Statement and incorporated herein by reference)
5.1	-- Opinion of Hughes Hubbard & Reed LLP relating to validity of New Certificates
12.1	-- Computation of Ratio of Earnings to Fixed Charges
23.1	-- Consent of Ernst & Young LLP
23.2	-- Consent of Hughes Hubbard & Reed LLP (included in its opinion filed as exhibit 5.1)
23.3	-- Consent of Aircraft Information Services, Inc.

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- 23.4 -- Consent of BK Associates, Inc.
- 23.5 -- Consent of Morten Beyer and Associates, Inc.
- 24.1 -- Powers of Attorney
- 25.1 -- Statement of Eligibility of Wilmington Trust Company for the 1997-1A Pass Through Certificates, on Form T-1
- 25.2 -- Statement of Eligibility of Wilmington Trust Company for the 1997-1B Pass Through Certificates, on Form T-1
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- 25.4 -- Statement of Eligibility of Wilmington Trust Company for the 1997-1-C-II Pass Through Certificates, on Form T-1
- 99.1 -- Form of Letter of Transmittal
- 99.2 -- Form of Notice of Guaranteed Delivery
- 99.3 -- Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- 99.4 -- Form of Letter to Clients

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on July 15, 1997.

CONTINENTAL AIRLINES, INC.

By: /s/ JEFFERY A. SMISEK  
-----  
Jeffery A. Smisek  
Executive Vice President, General Counsel  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities indicated, on July 15, 1997.

Signature -----	Title -----
* ----- Gordon M. Bethune	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director
* ----- Lawrence W. Kellner	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* ----- Michael P. Bonds	Vice President and Controller (Principal Accounting Officer)
* ----- Thomas J. Barrack, Jr.	Director
* ----- Gregory D. Brenneman	President, Chief Operating Officer and Director
* ----- Lloyd M. Bentsen, Jr.	Director
* ----- David Bonderman	Director
* ----- Patrick Foley	Director
* ----- Douglas H. McCorkindale	Director
* ----- George G.C. Parker	Director

Signature  
-----

Title  
-----

\*

Director

-----  
Richard W. Pogue

\*

Director

-----  
William S. Price III

\*

Director

-----  
Donald L. Sturm

\*

Director

-----  
Karen Hastie Williams

\*

Director

-----  
Charles A. Yamarone

\*By: /s/ JEFFERY A. SMISEK  
-----  
Jeffery A. Smisek, Attorney-In-Fact



EXHIBIT INDEX

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