

Prospectus Supplement

The Prospectus dated August 13, 1996, relating to the offer for resale of up to \$200,650,000 aggregate principal amount of the Continental Airlines, Inc. 6-3/4% Convertible Subordinated Notes due April 15, 2006 is hereby supplemented as follows:

- 1) "PaineWebber Inc." is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of October 29, 1996 of \$750,000. PaineWebber Inc. has in the past provided to Continental Airlines, Inc. and/or its affiliates investment banking and/or advisory services for which it has received customary fees, and may in the future provide such services.
- 2) "Forum Capital Markets LP" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of November 15, 1996 of \$250,000.
- 3) "Lazard Freres & Co. LLC" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of November 19, 1996 of \$50,000. Lazard Freres & Co. LLC has in the past provided to Continental Airlines, Inc. and/or its affiliates investment banking and/or advisory services for which it has received customary fees, and may in the future provide such services.

The date of this Prospectus Supplement is November 20, 1996.