

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 2

to

Form S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Continental Airlines, Inc.

(Exact name of registrant as specified in its charter)

Delaware

74-2099724

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**1600 Smith Street
Houston, Texas 77002
(713) 324-5000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jennifer L. Vogel, Esq.

Senior Vice President,

General Counsel, Secretary and Chief Compliance Officer

**1600 Smith Street
Department HQSEO
Houston, Texas 77002
(713) 324-2950**

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

Copies to:

**John K. Hoyns, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004-1482
(212) 837-6762**

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

This post-effective amendment shall hereafter become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SECURITIES

On July 15, 1997, Continental Airlines, Inc. (the "Registrant") filed with the Securities and Exchange Commission a Registration Statement on Form S-3 (Registration No. 333-31285) (the "Registration Statement"), which registered \$250,000,000 total principal amount of pass through certificates.

In accordance with the undertaking made by the Registrant in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Registrant files this Post-Effective Amendment No. 2 to the Registration Statement to deregister all securities registered that remain unsold pursuant to the Registration Statement, which is \$161,411,000 total principal amount of pass through certificates.
