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CONTINENTAL AIRLINES INC /DE/

Form 424B3

June 15, 2001

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-571888

THIS PRELIMINARY PROSPECTUS SUPPLEMENT RELATES TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, BUT IT IS NOT COMPLETE AND MAY BE CHANGED. THIS PRELIMINARY PROSPECTUS SUPPLEMENT IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

PROSPECTUS SUPPLEMENT SUBJECT TO COMPLETION, DATED JUNE 12, 2001
(TO PROSPECTUS, DATED MARCH 23, 2001)

\$191,763,896

[CONTINENTAL AIRLINES LOGO]

2001-1 PASS THROUGH TRUSTS
CLASS C PASS THROUGH CERTIFICATES, SERIES 2001-1

THE CONTINENTAL AIRLINES CLASS C PASS THROUGH CERTIFICATES, SERIES 2001-1, ARE BEING OFFERED UNDER THIS PROSPECTUS SUPPLEMENT. THE CLASS A-1, A-2 AND B PASS THROUGH CERTIFICATES OF THE SAME SERIES WERE ISSUED ON APRIL 19, 2001 AND ARE NOT BEING OFFERED UNDER THIS PROSPECTUS SUPPLEMENT. THE CLASS C CERTIFICATES WILL RANK JUNIOR IN RIGHT OF DISTRIBUTIONS TO THE CLASS A-1, A-2 AND B CERTIFICATES.

THE PROCEEDS FROM THE SALE OF CLASS C CERTIFICATES INITIALLY WILL BE HELD IN ESCROW, AS THE PROCEEDS FROM THE SALE OF THE CLASS A-1, A-2 AND B CERTIFICATES HAVE BEEN. A SEPARATE TRUST WILL BE ESTABLISHED FOR THE CLASS C CERTIFICATES AND HAS BEEN ESTABLISHED FOR EACH OF THE CLASS A-1, A-2 AND B CERTIFICATES. THE TRUSTS WILL USE THE ESCROWED FUNDS TO ACQUIRE EQUIPMENT NOTES. THE EQUIPMENT NOTES WILL BE ISSUED TO FINANCE THE ACQUISITION BY CONTINENTAL AIRLINES OF 21 NEW BOEING AIRCRAFT SCHEDULED FOR DELIVERY FROM OCTOBER 2001 TO JUNE 2002. THE AIRCRAFT WILL BE LEASED OR PURCHASED BY CONTINENTAL. PAYMENTS ON THE EQUIPMENT NOTES HELD IN EACH TRUST WILL BE PASSED THROUGH TO THE HOLDERS OF CERTIFICATES OF SUCH TRUST.

THE EQUIPMENT NOTES ISSUED FOR EACH AIRCRAFT WILL HAVE A SECURITY INTEREST IN SUCH AIRCRAFT. INTEREST ON THE EQUIPMENT NOTES WILL BE PAYABLE SEMIANNUALLY ON EACH JUNE 15 AND DECEMBER 15 AFTER ISSUANCE, BEGINNING ON DECEMBER 15, 2001. PRINCIPAL PAYMENTS ON THE EQUIPMENT NOTES HELD FOR THE CLASS C CERTIFICATES ARE SCHEDULED ON JUNE 15 AND DECEMBER 15 IN CERTAIN YEARS, BEGINNING ON .

LANDESBANK HESSEN-THURINGEN GIROZENTRALE WILL PROVIDE A LIQUIDITY FACILITY FOR THE CLASS C CERTIFICATES, AS IT HAS FOR THE OTHER CLASSES OF CERTIFICATES, IN EACH CASE IN AN AMOUNT SUFFICIENT TO MAKE THREE SEMIANNUAL INTEREST PAYMENTS.

THE CERTIFICATES WILL NOT BE LISTED ON ANY NATIONAL SECURITIES EXCHANGE.

INVESTING IN THE CERTIFICATES INVOLVES RISKS. SEE "RISK FACTORS" ON PAGE S-18.

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PASS THROUGH CERTIFICATES

PRINCIPAL AMOUNT

INTEREST RATE

DISTRIBUTION