

CONTINENTAL AIRLINES INC /DE/

Form 4

October 23, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMISEK JEFFERY A

2. Issuer Name **and** Ticker or Trading  
Symbol  
CONTINENTAL AIRLINES INC  
/DE/ [CAL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1600 SMITH STREET, HQSEO  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2006

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President

HOUSTON, TX 77002

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 10/20/2006                              |                                                             | M                                    | 266,500                                                                 | A \$ 15.78                                                                                                         | 279,388                                                                 | D                                                                 |
| Class B<br>Common<br>Stock            | 10/20/2006                              |                                                             | S                                    | 2,235.037                                                               | D \$ 34.2                                                                                                          | 277,152.963<br>(1)                                                      | D                                                                 |
| Class B<br>Common<br>Stock            | 10/20/2006                              |                                                             | S                                    | 2,235.037                                                               | D \$ 34.19                                                                                                         | 274,917.926                                                             | D                                                                 |
| Class B<br>Common                     | 10/20/2006                              |                                                             | S                                    | 3,173.753                                                               | D \$ 34.18                                                                                                         | 271,744.1735                                                            | D                                                                 |

Stock

Class B

Common 10/20/2006

S 402.3067 D \$ 34.17 271,341.8668 D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 15.78                                                              | 10/20/2006                              |                                                             | M                                       | 266,500                                                                                                   | <u>(2)</u> 06/28/2007                                          | Class B<br>Common 266,500<br>Stock                                  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |           |       |
|---------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                     | Director      | 10% Owner | Officer   | Other |
| SMISEK JEFFERY A<br>1600 SMITH STREET<br>HQSEO<br>HOUSTON, TX 77002 | X             |           | President |       |

## Signatures

/s/ Jeffery A. Smisek by: Sarah E.  
Hagy

10/23/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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On October 20, 2006 the reporting person sold a total of 266,500 shares at an average price of \$33.5073. This Form 4 is the 1st of 3 reports being filed to report these individual transactions. Following such transactions, the reporting person held a total of 12,888 shares.

The option vested as follows: 167,500 shares on June 28, 2002; 67,500 shares on April 17, 2003; 17,500 shares on April 17, 2004; and  
(2) 14,000 shares on April 17, 2005. On February 28, 2005, the reporting person forfeited to the company for no value an additional 3,500 shares that would have vested April 17, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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