Nocella Andrew P
Form 4
March 04, 2019

# FORM 4

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

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nocella Andrew P

(Last) (First) (Middle)

P. O. BOX 66100 HDQLD

(Street)

CHICAGO, IL 60666

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
United Continental Holdings, Inc. [UAL]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & Chief Commercial Officer

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

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/28/2019 | | M[(1)(2)] | | 2,919 | A | $ 0 | 28,141 | D | |
| Common Stock | 02/28/2019 | | F[(3)] | | 1,294 | D | $ 87.81 | 26,847 | D | |
| Common Stock | 02/28/2019 | | M[(1)(4)] | | 3,904 | A | $ 0 | 30,751 | D | |
| Common Stock | 02/28/2019 | | F[(5)] | | 1,730 | D | $ 87.81 | 29,021 | D | |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (6) | 02/28/2019 | | M(1) | | | 2,919 | (2) | (2) | Common Stock | 2,919 | $ |
| Restricted Stock Units | (6) | 02/28/2019 | | M(1) | | | 3,904 | (4) | (4) | Common Stock | 3,904 | $ |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Nocella Andrew P<br>P. O. BOX 66100 HDQLD<br>CHICAGO, IL 60666 | | | EVP & Chief Commercial Officer | |

# Signatures

| /s/ Sarah Hagy for Andrew Nocella | 03/04/2019 |
|---|---|
| **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)** Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.

**(2)** The RSUs were granted on February 27, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.

**(3)** This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 27, 2017.

**(4)** The RSUs were granted on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.

**(5)** This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 22, 2018.

**(6)** Each RSU represents the economic equivalent of one share of UAL common stock and is settled in shares of UAL common stock upon vesting.

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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