

CONTINENTAL AIRLINES INC /DE/  
Form S-8 POS  
July 06, 2004

Registration No. 333-06993

As filed with the Securities and Exchange Commission on July 6, 2004

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

Post Effective Amendment No. 1 to

FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1600 Smith Street, Dept. HQSEO	74-2099724
(State or other	Houston, Texas 77002	(IRS Employer
jurisdiction of	(Address of principal executive offices)	Identification No.)
incorporation or	(Zip Code)	
organization)		

CONTINENTAL AIRLINES, INC.

1994 INCENTIVE PLAN

(Full title of the plan)

Jennifer L. Vogel, Esq.

Senior Vice President,

General Counsel and Secretary

Continental Airlines, Inc.

1600 Smith Street, Dept. HQSEO

Houston, Texas 77002

(713) 324-2950

(Name and address of agent for service)

(Telephone number, including area code, of agent for service)

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DEREGISTRATION OF SECURITIES

Continental Airlines, Inc. (the "Company") previously filed a registration statement on Form S-8 (file no. 333-06993) for the purpose of registering 1,500,000 shares of its Class B Common Stock ("Common Stock") for issuance under the Continental Airlines, Inc. 1994 Incentive Plan (the "Plan"). The Company is filing this post-effective amendment to that registration statement to deregister any and all remaining unsold shares of Common Stock covered by such registration statement as of the date hereof. The Company has ceased offering securities under the Plan and no additional securities will be issued thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on July 6, 2004.

CONTINENTAL AIRLINES, INC.

By: /s/ Jennifer L. Vogel  
Jennifer L. Vogel

Senior Vice President, General Counsel  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 6, 2004.

Signature

Title

\_\_\_\_\_  
\*

Chairman of the Board, Chief Executive Officer  
(Principal Executive Officer) and Director

Gordon M. Bethune

\_\_\_\_\_  
\*

President, Chief Operating Officer  
and Director

Lawrence W. Kellner

\_\_\_\_\_  
\*

Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

Jeffrey J. Misner

\_\_\_\_\_  
\*

Vice President and Controller  
(Principal Accounting Officer)

Chris T. Kenny

\_\_\_\_\_  
\*

Director

Thomas J. Barrack, Jr.

\*

Director

Kirbyjon H. Caldwell

          \*

Director

Douglas H. McCorkindale

          \*

Director

Henry L. Meyer III

          \*

Director

Oscar Munoz

          \*

Director

George G.C. Parker

          \*

Director

Karen Hastie Williams

\*

Director

Ronald B. Woodard

\*

Director

Charles A. Yamarone

\*By: /s/ Jennifer L. Vogel  
Jennifer L. Vogel, Attorney-in-Fact

#### EXHIBIT INDEX

Exhibit No.	Description
24	- Powers of Attorney