

Foland Jeffrey T.  
Form 4  
April 03, 2013

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Foland Jeffrey T.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 66100 - HDQLD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-Mktg, Tech and Strgy

CHICAGO, IL 60666

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/01/2012		M	3,120	A \$ 0 <sup>(1)</sup>	49,144	D
Common Stock	04/01/2012		D	3,120	D \$ 21.5 <sup>(1)</sup>	46,024	D
Common Stock	04/01/2013		M	3,121	A \$ 0 <sup>(1)</sup>	49,145	D
Common Stock	04/01/2013		D	3,121	D \$ 32.01 <sup>(1)</sup>	46,024	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. Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/01/2012		M	3,120	04/01/2012 <sup>(2)</sup>	Common Stock	3,120
Restricted Stock Units	\$ 0 <sup>(1)</sup>	04/01/2013		M	3,121	04/01/2013 <sup>(2)</sup>	Common Stock	3,121

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foland Jeffrey T. P.O. BOX 66100 - HDQLD CHICAGO, IL 60666			EVP-Mktg, Tech and Strgy	

## Signatures

/s/ Jennifer L. Kraft for Jeffrey T. Foland  
Date: 04/03/2013

\*\*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) Reflects the vesting and settlement of restricted stock units. Each restricted stock unit represented the economic equivalent of one share of common stock and was settled in cash upon vesting at the sole discretion of the Compensation Committee of the United Continental Holdings, Inc. Board of Directors. The Compensation Committee has previously determined that all outstanding RSUs will be settled in cash.

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(2) The award was granted on May 5, 2010 and vested in three annual installments on April 1, 2011, 2012 and 2013.

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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