

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

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)

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

*

Gordon M. Bethune

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

*

Lawrence W. Kellner

President, Chief Operating Officer
and Director

*

Jeffrey J. Misner

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

*

Chris T. Kenny

Vice President and Controller
(Principal Accounting Officer)

*

Thomas J. Barrack, Jr.

Director

*

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 |