United Continental Holdings, Inc.

Form 4

August 24, 2016

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 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(b).

1. Name and Address of Reporting Person *

Haywood Julia

(Last)

(City)

(Instr. 3)

(First) (Middle)

P. O. BOX 66100 HDQLD

(Street)

2. Issuer Name and Ticker or Trading

Symbol

United Continental Holdings, Inc. [UAL]

3. Date of Earliest Transaction

(Month/Day/Year) 08/22/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title 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

CHICAGO, IL 60666

1.Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

5. Amount of

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 08/22/2016 Stock

4,610 A (1)

(e.g., puts, calls, warrants, options, convertible securities)

\$0 4,610

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

1

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	08/22/2016		A	42,599	(3)	(3)	Common Stock	42,599	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Haywood Julia

P. O. BOX 66100 HDQLD EVP & Chief Commercial Officer

CHICAGO, IL 60666

Signatures

/s/ Jennifer L. Kraft for Julia
Haywood

08/24/2016

**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) Restricted stock vests in three installments of 1,536 shares on February 28, 2017, 1,537 shares on February 28, 2018 and 1,537 shares on February 28, 2019.
- (2) Each restricted stock unit ("RSU") represents the economic equivalent of one share of UAL common stock and shall be settled in cash upon vesting based on the average closing price of UAL common stock for the 20 trading days immediately preceding the vesting date.
- (3) The RSUs vest in three installments of 14,199 RSUs on December 31, 2016, 14,200 RSUs on December 31, 2017 and 14,200 RSUs on December 31, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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