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CONTINENTAL AIRLINES INC /DE/
 Form S-4/A
 June 03, 2003

REGISTRATION NO. 333-104689

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

AMENDMENT NO. 1
 TO
 FORM S-4
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CONTINENTAL AIRLINES, INC.
 (Exact name of registrant as specified in its charter)

DELAWARE	4512	74-2099724
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

1600 Smith Street, Dept. HQSEO
 Houston, Texas 77002
 (713) 324-2950
 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jennifer L. Vogel, Esq.
 Vice President, General Counsel and Secretary
 Continental Airlines, Inc.
 1600 Smith Street, Dept. HQSLG
 Houston, Texas 77002
 (713) 324-2950
 (Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES OF CORRESPONDENCE TO:

John K. Hoyns, Esq.
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004-1482
 (212) 837-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF	AMOUNT TO BE	PROPOSED MAXIMUM OFFERING PRICE	PROPOSED MAXIMUM AGGREGATE OFFERING	AMOUNT
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SECURITIES TO BE REGISTERED	REGISTERED	PER UNIT	PRICE	REGISTRATION
Floating Rate Secured Notes Due 2007	\$200,000,000	100%	\$200,000,000	\$16,180 (

- (1) Pursuant to Rule 457(f)(2), the registration fee has been calculated using the book value of the securities being registered.
- (2) The Commission has informed Continental Airlines, Inc. that it may set off an amount equal to \$12,740.53 against the registration fee payable for this registration statement due to a post-filing adjustment of the registration fee for the Continental Airlines, Inc. registration statement on Form S-3 (File No. 333-71906), originally filed with the Commission on October 19, 2001.
- (3) Paid on April 22, 2003.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

- (1) The Liquidity Facility is sufficient to cover eight consecutive quarterly interest payments on the Senior Notes, but does not cover any other amounts payable on the Senior Notes. There is no Liquidity Facility for the Subordinated Notes.
- (2) The Policy covers regular interest payments on the Senior Notes and outstanding principal of the Senior Notes no later than the Final Legal Maturity Date, but does not cover any other amounts payable on the Senior Notes. There is no Policy for the Subordinated Notes.