

CONTINENTAL AIRLINES INC /DE/  
Form SC TO-I  
May 17, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**CONTINENTAL AIRLINES, INC.**

*(Name of Subject Company and Filing Persons (Issuer))*

**5% Convertible Notes due 2023**

*(Title of Class of Securities)*

**210795PJ3**

*(CUSIP Numbers of Class of Securities)*

**Jennifer L. Vogel, Esq.**

**Senior Vice President, General Counsel,  
Secretary and Chief Compliance Officer**

**1600 Smith Street**

**Department HQSLG**

**Houston, Texas 77002**

**(713) 324-5000**

*(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of  
Filing Person)*

**COPIES TO:**

**Kevin P. Lewis**

**Vinson & Elkins L.L.P.**

**1001 Fannin Street, Suite 2500**

**Houston, Texas 77002-6760**

**(713) 758-2222**

**CALCULATION OF FILING FEE**

**Transaction Valuation (\*)**

**\$174,950,000**

**Amount of Filing Fee\*\***

**\$12,473.94**

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 5% Convertible Notes due 2023 (the **Notes**), as described herein, is \$1,000 per \$1,000

principal amount of the Notes, plus accrued and unpaid interest to, but not including, the repurchase date. As of May 14, 2010, there was \$174,950,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$174,950,000.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals and equals \$71.30 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable

Filing Party: Not Applicable  
Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.      
 going-private transaction subject to Rule 13e-3.

issuer tender offer subject to Rule 13e-4.                        
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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### INTRODUCTORY STATEMENT

Pursuant to the terms of and subject to the conditions set forth in the Indenture, dated as of June 10, 2003 (the **Indenture** ), between Continental Airlines, Inc., a Delaware corporation ( **Continental** or the **Company** ), and The Bank of New York Mellon Trust Company, N.A., as successor to Bank One, N.A., as trustee (the **Trustee** ), for the Company's 5% Convertible Notes due 2023 (the **Notes** ), this Tender Offer Statement on Schedule TO ( **Schedule TO** ) is filed by the Company with respect to the right of each holder (each, a **Holder** ) of the Notes to sell and the obligation of the Company to repurchase the Notes, as set forth in the Company Notice to Holders of 5% Convertible Notes due 2023, dated May 17, 2010 (the **Company Notice** ), and the related notice materials filed as exhibits to this Schedule TO (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the **Option Documents** ).

This Schedule TO is intended to satisfy the disclosure requirements of Rules 13e-4(c)(2) and 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended.

#### Items 1 through 9.

The Company is the issuer of the Notes and is obligated to purchase all of the Notes if properly tendered by the holders under the terms and subject to the conditions set forth in the Indenture and the Option Documents. The Notes are convertible into shares of Class B common stock, \$0.01 par value per share, of the Company, subject to the Company's right to pay cash in lieu of Class B common stock for some or all of the Notes, and to the terms, conditions and adjustments specified in the Indenture and the Notes. The Company maintains its principal executive offices at 1600 Smith Street, Dept. HQSEO, Houston, Texas 77002, and the telephone number there is (713) 324-5000. As permitted by General Instruction F to Schedule TO, all of the information set forth in the Option Documents is incorporated by reference into this Schedule TO.

#### Item 10. Financial Statements.

(a) Pursuant to Instruction 2 to Item 10 of Schedule TO, the Company believes that its financial condition is not material to a Holder's decision whether to put the Notes to the Company because (i) the consideration being offered to holders of Notes consists solely of cash, (ii) the offer is not subject to any financing conditions, (iii) the offer applies to all outstanding Notes and (iv) the Company is a public reporting company that files reports electronically on EDGAR.

(b) Not applicable.

#### Item 11. Additional Information.

(a) Not applicable.

(b) Not applicable.

#### Item 12. Exhibits.

##### Exhibit

Number	Description
(a)(1)	Company Notice to Holders of 5% Convertible Notes due 2023, dated May 17, 2010.
(a)(5)	Press release issued on May 17, 2010.
(b)	Not applicable.
(d)(1)	Indenture, dated as of June 10, 2003, between the Company and the Trustee (incorporated by reference to Exhibit 4.11 to the Company's Registration Statement on Form S-3 filed on September 8, 2003).
(g)	Not applicable.
(h)	Not applicable.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 17, 2010

**Continental Airlines, Inc.**

By: /s/ Jennifer L. Vogel

Name: Jennifer L. Vogel

Title: Senior Vice President, General  
Counsel,  
Secretary and Chief Compliance  
Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)	Company Notice to Holders of 5.0% Convertible Notes due 2023, dated May 17, 2010.
(a)(5)	Press release issued on May 17, 2010.
(b)	Not applicable.
(d)(1)	Indenture, dated as of June 10, 2003, between the Company and the Trustee (incorporated by reference to Exhibit 4.11 to the Company's Registration Statement on Form S-3 filed on September 8, 2003).
(g)	Not applicable.
(h)	Not applicable.