

United Continental Holdings, Inc.

Form 4

August 31, 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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRBY J SCOTT

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)

CHICAGO, IL 60666

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/29/2016		A	(A) or (D) Amount 13,297 (1)	\$ 0 103,664	D	
Common Stock					5,000	I	See Footnote (2)
Common Stock					8,000	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 58.69 <u>(4)</u>	08/29/2016		A		158,479		<u>(5)</u>	08/29/2023	Common Stock	158,479
Stock Option (Right to Buy)	\$ 58.69 <u>(4)</u>	08/29/2016		A		159,321		<u>(6)</u>	08/29/2026	Common Stock	159,321

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRBY J SCOTT P. O. BOX 66100 HDQLD CHICAGO, IL 60666			President	

Signatures

/s/ Jennifer L. Kraft for J. Scott Kirby 08/31/2016

__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 4,432 shares on February 28, 2017, 4,432 shares on February 28, 2018 and 4,433 shares on February 28, 2019.

- (2) Represents shares held in a trust for the benefit of Mr. Kirby's children and other relatives in which Mr. Kirby serves as the trustee. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose.

- (3)

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Represents shares held in a trust for the benefit of Mr. Kirby's children in which Mr. Kirby's brother serves as the trustee. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (4) Exercise price represents a 25% premium over the Company's common stock closing price on the date of grant (\$46.95 per share).
- (5) Stock options vest in three installments of 52,826 options on August 29, 2017, 52,826 options on August 29, 2018 and 52,827 options on August 29, 2019.
- (6) Stock options vest in three installments of 53,107 options on each of August 29, 2020, August 29, 2021 and August 29, 2022.

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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