Hart Gregory L
Form 4
March 04, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hart Gregory L

(Last) (First) (Middle)

P.O. BOX 66100 HDQLD

(Street)

CHICAGO, IL 60666

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
United Continental Holdings, Inc. [UAL]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & COO

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2019		F[(1)]		1,894	D	$ 87.81	20,385	D	
Common Stock	02/28/2019		M[(2)(3)]		4,750	A	$ 0	25,135	D	
Common Stock	02/28/2019		F[(4)]		2,105	D	$ 87.81	23,030	D	
Common Stock	02/28/2019		M[(2)(5)]		913	A	$ 0	23,943	D	
Common Stock	02/28/2019		F[(6)]		405	D	$ 87.81	23,538	D	

Common Stock	02/28/2019	M[(2)(7)]	6,372	A	$ 0	29,910	D
Common Stock	02/28/2019	F[(8)]	2,823	D	$ 87.81	27,087	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
(*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)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	[(9)]	02/28/2019		M[(2)]			4,750	[(3)]	[(3)]	Common Stock	4,750	$
Restricted Stock Units	[(9)]	02/28/2019		M[(2)]			913	[(5)]	[(5)]	Common Stock	913	$
Restricted Stock Units	[(9)]	02/28/2019		M[(2)]			6,372	[(7)]	[(7)]	Common Stock	6,372	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hart Gregory L P.O. BOX 66100 HDQLD CHICAGO, IL 60666			EVP & COO	

Signatures

/s/ Sarah Hagy for Gregory L. Hart	03/04/2019
**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) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the restricted stock award granted on February 17, 2016.

(2) Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.

(3) The RSUs were granted on February 23, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.

(4) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 23, 2017.

(5) The RSUs were granted on June 14, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.

(6) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on June 14, 2017.

(7) The RSUs were granted on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.

(8) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 22, 2018.

(9) Each RSU represents the economic equivalent of one share of UAL common stock and is settled in shares of UAL common stock upon vesting.

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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