

KELLNER LAWRENCE W
Form 4
October 23, 2006

FORM 4

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

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).

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. Name and Address of Reporting Person *
KELLNER LAWRENCE W

2. Issuer Name and Ticker or Trading Symbol
CONTINENTAL AIRLINES INC
/DE/ [CAL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1600 SMITH STREET, HQSEO

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Class B Common Stock	10/20/2006		S	55.2993	D	\$ 34.16	340,470.8339 (1) D
Class B Common Stock	10/20/2006		S	6,525.313	D	\$ 34.15	333,945.5212 D
Class B Common Stock	10/20/2006		S	6,359.415	D	\$ 34.14	327,586.1063 D
Class B Common	10/20/2006		S	3,207.357	D	\$ 34.13	324,378.7492 D

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Stock							
Class B Common Stock	10/20/2006	S	6,857.108	D	\$ 34.12	317,521.641	D
Class B Common Stock	10/20/2006	S	110.5985	D	\$ 34.11	317,411.0424	D
Class B Common Stock	10/20/2006	S	1,769.576	D	\$ 34.08	315,641.4661	D
Class B Common Stock	10/20/2006	S	1,105.985	D	\$ 34.07	314,535.4809	D
Class B Common Stock	10/20/2006	S	663.5911	D	\$ 34.05	313,871.8898	D
Class B Common Stock	10/20/2006	S	110.5985	D	\$ 34.04	313,761.2913	D
Class B Common Stock	10/20/2006	S	331.7956	D	\$ 34.03	313,429.4957	D
Class B Common Stock	10/20/2006	S	110.5985	D	\$ 34.02	313,318.8972	D
Class B Common Stock	10/20/2006	S	2,709.664	D	\$ 34.01	310,609.2334	D
Class B Common Stock	10/20/2006	S	20,958.42	D	\$ 34	289,650.8139	D
Class B Common Stock	10/20/2006	S	1,824.876	D	\$ 33.96	287,825.9383	D
Class B Common Stock	10/20/2006	S	11,281.05	D	\$ 33.95	276,544.8892	D
Class B Common Stock	10/20/2006	S	387.0948	D	\$ 33.94	276,157.7944	D
Class B Common Stock	10/20/2006	S	276.4963	D	\$ 33.93	275,881.2981	D

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Class B Common Stock	10/20/2006	S	711.7015	D	\$ 33.92	275,169.5966	D
Class B Common Stock	10/20/2006	S	5,529.926	D	\$ 33.9	269,639.6706	D
Class B Common Stock	10/20/2006	S	8,294.889	D	\$ 33.81	261,344.7816	D
Class B Common Stock	10/20/2006	S	5,529.926	D	\$ 33.8	255,814.8556	D
Class B Common Stock	10/20/2006	S	2,211.97	D	\$ 33.78	253,602.8852	D
Class B Common Stock	10/20/2006	S	552.9926	D	\$ 33.75	253,049.8926	D
Class B Common Stock	10/20/2006	S	8,294.889	D	\$ 33.7	244,755.0035	D
Class B Common Stock	10/20/2006	S	1,271.883	D	\$ 33.67	243,483.1205	D
Class B Common Stock	10/20/2006	S	1,493.08	D	\$ 33.66	241,990.0405	D
Class B Common Stock	10/20/2006	S	2,267.27	D	\$ 33.61	239,722.7709	D
Class B Common Stock	10/20/2006	S	14,322.51	D	\$ 33.6	225,400.2625	D
Class B Common Stock	10/20/2006	S	27,649.63	D	\$ 33.55	197,750.6324	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLNER LAWRENCE W 1600 SMITH STREET HQSEO HOUSTON, TX 77002	X		Chief Executive Officer	

Signatures

/s/ Lawrence W. Kellner by: Sarah E. Hagy 10/23/2006

**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) On October 20, 2006 the reporting person sold a total of 329,687 shares at an average price of \$33.5073. This Form 4 is the 2nd of 3 reports being filed to report these individual transactions. Following such transactions, the reporting person held a total of 20,793 shares. Such total does not include indirect ownership of an additional 200 shares held by a relative of the reporting person, as to which shares the reporting person disclaims beneficial ownership.

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.