

Gebo Kate

Form 4

March 04, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gebo Kate

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)

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

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

EVP HR and Labor Relations

P. O. BOX 66100 HDQLD

(Street)

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

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

CHICAGO, IL 60666

(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)
Common Stock	02/28/2019		F ⁽¹⁾	V Amount (D) Price 176 D \$ 87.81	7,627	D	
Common Stock	02/28/2019		F ⁽²⁾	113 D \$ 87.81	7,514	D	
Common Stock	02/28/2019		M ⁽³⁾⁽⁴⁾	2,124 A \$ 0	9,638	D	
Common Stock	02/28/2019		F ⁽⁵⁾	941 D \$ 87.81	8,697	D	
Common Stock	02/28/2019		M ⁽³⁾⁽⁶⁾	3,092 A \$ 0	11,789	D	

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Common Stock	02/28/2019	F ⁽⁷⁾	1,370	D	\$ 87.81	10,419	D ⁽¹²⁾	
Common Stock	02/28/2019	F ⁽⁸⁾	380	D	\$ 87.81	8,584	I	See Footnote ⁽¹³⁾ ⁽¹⁴⁾
Common Stock	02/28/2019	F ⁽⁹⁾	862	D	\$ 87.81	7,722	I	See Footnote ⁽¹³⁾ ⁽¹⁴⁾
Common Stock	02/28/2019	M ⁽³⁾⁽¹⁰⁾	907	A	\$ 0	8,629	I	See Footnote ⁽¹³⁾ ⁽¹⁴⁾
Common Stock	02/28/2019	M ⁽³⁾⁽¹¹⁾	1,038	A	\$ 0	9,667	I	See Footnote ⁽¹³⁾ ⁽¹⁴⁾

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)

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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	⁽¹⁵⁾	02/28/2019		M ⁽³⁾	2,124	⁽⁴⁾ ⁽⁴⁾	Common Stock	2,124
Restricted Stock Units	⁽¹⁵⁾	02/28/2019		M ⁽³⁾	3,092	⁽⁶⁾ ⁽⁶⁾	Common Stock	3,092
Restricted Stock Units	⁽¹⁵⁾	02/28/2019		M ⁽³⁾	907	⁽¹⁰⁾ ⁽¹⁰⁾	Common Stock	907
	⁽¹⁵⁾	02/28/2019		M ⁽³⁾	1,038	⁽¹¹⁾ ⁽¹¹⁾		1,038

Restricted
Stock
Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gebo Kate P. O. BOX 66100 HDQLD CHICAGO, IL 60666	EVP HR and Labor Relations

Signatures

/s/ Sarah Hagy for Kate 03/01/2019
Gebo

__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) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the restricted stock award granted on November 16, 2016.
- (3) Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.
- (4) The RSUs were granted on February 23, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- (5) 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.
- (6) The RSUs were granted on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.
- (7) 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.
- (8) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the restricted stock award granted to the spouse of the reporting person on February 17, 2016.
- (9) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSUs granted to the spouse of the reporting person on February 23, 2017 and February 22, 2018.
- (10) The RSUs were granted to the spouse of the reporting person on February 23, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- (11) The RSUs were granted to the spouse of the reporting person on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.
- (12) Includes 5,374 shares held in a revocable trust in the name of the reporting person.
- (13) By spouse of the reporting person.
- (14) Includes 6,765 shares held in a revocable trust in the name of the spouse of the reporting person.
- (15) 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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