United Continental Holdings, Inc.

Form 4 June 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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(b).

1. Name and Address of Reporting Person * TILTON GLENN F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

United Continental Holdings, Inc. [UAL]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction

_X__ Director Officer (give title below)

10% Owner _ Other (specify

P. O. BOX 66100 HDQLD

06/12/2013

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

CHICAGO, IL 60666

(City)

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative S | ecuritio | es Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|--|--|----------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities oner Disposed (Instr. 3, 4 a | of (D) | ` ′ | 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 | 06/12/2013 | | M | 3,559.51 | A | <u>(1)</u> | 93,248.51 | D | |
| Common Stock | 06/12/2013 | | D | 3,559.51 | D | \$ 32.49 | 89,689 | 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|----------|--|-----------------|---|----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | An Nu Sh |
| Share Units | (1) | 06/12/2013 | | M | | 3,559.51 | 06/12/2013(2) | 06/12/2013(2) | Common Stock | 3, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------|--|--|--|--|
| • | Director | 10% Owner | Officer Othe | | | | |
| TILTON GLENN F P. O. BOX 66100 HDQLD CHICAGO, IL 60666 | X | | | | | | |

Signatures

/s/ Sarah Hagy for Glenn F. 06/14/2013 Tilton

**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).
- Each share unit was the economic equivalent of one share of common stock. In accordance with the terms of the share units, the share units are settled in cash based on the average of the high and low sale prices of a share of the Company's common stock on the date of settlement (or the average of the high and low sale prices of the common stock on the preceding trading day if the settlement date is not a trading day).
- The share unit award was settled on June 12, 2013 as the Reporting Person did not stand for re-election at the Company's 2013 annual (2) stockholders meeting and, as a result, retired at the end of his term from the Company's Board of Directors, as disclosed in the proxy statement filed on April 26, 2013.

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.

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