

United Continental Holdings, Inc.
Form 4
June 10, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MEYER HENRY L III

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)

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

P. O. BOX 66100 HDQLD

06/08/2016

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|----------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 06/08/2016 | | M | | | 579.42 | A | 14,963.42 | D |
| Common Stock | 06/08/2016 | | D | | | 290.42 | D | \$ 14,673 | D |
| Common Stock | 06/08/2016 | | M | | | 2,361.61 | A | 17,034.61 | D |
| Common Stock | 06/08/2016 | | D | | | 1,181.61 | D | \$ 15,853 | 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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Share Units | <u>(1)</u> | 06/08/2016 | | M | 579.42 | 06/08/2016 ⁽²⁾ 06/08/2016 ⁽²⁾ | Common Stock 5 |
| Share Units | <u>(1)</u> | 06/08/2016 | | M | 2,361.61 | 06/08/2016 ⁽²⁾ 06/08/2016 ⁽²⁾ | Common Stock 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MEYER HENRY L III P. O. BOX 66100 HDQLD CHICAGO, IL 60666 | | X | | |

Signatures

/s/ Jennifer L. Kraft for Henry L.
Meyer III

06/10/2016

**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).

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 (i) 50% in cash based on the average of the high and low sale prices of a share of the Company's common stock on the (1) 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 "Settlement Price") and (ii) 50% in shares of the Company's common stock. Any odd or fractional units were rounded toward the share units settled in cash.

The share unit awards were settled on June 8, 2016 as the Reporting Person did not stand for re-election at the Company's 2016 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 29, 2016.

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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