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United Continental Holdings, Inc. Form 4 June 10, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WALKER JOHN H Issuer Symbol United Continental Holdings, Inc. (Check all applicable) [UAL] 3. Date of Earliest Transaction X_ Director (Last) (First) (Middle) 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) P. O. BOX 66100 HDQLD 06/08/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60666 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1.Title of 3. 4. Securities Acquired (A) 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 06/08/2016 Μ 2,361.61 (1)9,819.61 D Α Stock Common 06/08/2016 D 1,181.61 D 8,638 D 45.69 Stock

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. Transactio Code (Instr. 8) | ofDeriv Secu Acqu Disp | | 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 | <u>(1)</u> | 06/08/2016 | | М | | 2,361.61 | 06/08/2016 <u>(2)</u> | 06/08/2016 <u>(2)</u> | Common Stock | 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| WALKER JOHN H P. O. BOX 66100 HDQLD CHICAGO, IL 60666 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Jennifer L. Kraft for John H Walker | | 06/10/20 | 016 | | | | |
| **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 award was 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. 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.