United Continental Holdings, Inc.

Form 4

December 09, 2016

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

PHILIP EDWARD M

(Last) (First) (Middle)

(State)

(Month/Day/Year)

P. O. BOX 66100 HDQLD

(Street)

CHICAGO, IL 60666

(City)

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

United Continental Holdings, Inc. [UAL]

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

12/08/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed

(Zip)

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

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

3.

(Instr. 3, 4 and 5)

(A)

4. Securities

or Code V Amount (D) Price

5. Amount of Securities

Person

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

Beneficially Owned Following

Reported

(Instr. 3 and 4)

(Instr. 4) Transaction(s)

SEC 1474

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Check all applicable)

10% Owner

Other (specify

Estimated average

burden hours per

Persons who respond to the collection of information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

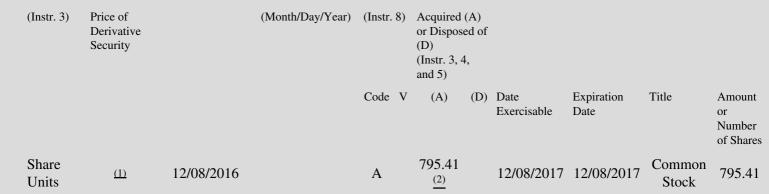
Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PHILIP EDWARD M
P. O. BOX 66100 HDQLD X

CHICAGO, IL 60666

Signatures

/s/ Sarah Hagy for Edward M.
Philip 12/09/2016

**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 represents the economic equivalent of one share of common stock. Upon settlement, the share units will be settled (i) 50% in cash based on 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 "Settlement Price") and (ii) 50% in shares of the Company's common stock. Any odd or fractional units will be rounded toward the share units to be settled in cash. This is a pro-rata 2016 equity award for Mr. Philip based on his 2016 Board service (July 14, 2016 through December 31, 2016).

Additional share units accrue when and as dividends are paid on the Company's common stock. The number of share units accrued will be equal to the dollar amount of dividends that would be payable if the share units were actual shares of common stock, divided by the average of the high and low sale prices of a share of the Company's common stock on the date dividends are paid.

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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