

Hart Brett J
Form 4
March 02, 2018

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 *
Hart Brett J

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)
P. O. BOX 66100 HDQLD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Chief Adm Ofcr & Gen Cnsl

CHICAGO, IL 60666

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

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2018		M ⁽¹⁾⁽²⁾		4,795	A	\$ 0	74,896	D
Common Stock	02/28/2018		F ⁽³⁾		2,125	D	\$ 67.79	72,771	D
Common Stock	02/28/2018		M ⁽¹⁾⁽⁴⁾		387	A	\$ 0	73,158	D
Common Stock	02/28/2018		F ⁽⁵⁾		172	D	\$ 67.79	72,986	D
Common Stock	02/28/2018		F ⁽⁶⁾		1,135	D	\$ 67.79	71,851	D

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Common Stock 02/28/2018 F⁽⁷⁾ 1,593 D \$ 67.79 70,258 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 Securities (Instr. 3 and 4)		8. Pr Deri Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(8)	02/28/2018		M ⁽¹⁾		4,795		(2)	(2)	Common Stock	4,795
Restricted Stock Units	(8)	02/28/2018		M ⁽¹⁾		387		(4)	(4)	Common Stock	387

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hart Brett J P. O. BOX 66100 HDQLD CHICAGO, IL 60666	EVP, Chief Adm Ofcr & Gen Cnsl

Signatures

/s/ Sarah Hagy for Brett J. Hart 03/02/2018

**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) Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.
- (2) The RSUs were granted on February 23, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- (3) 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.
- (4) The RSUs were granted on June 14, 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 June 14, 2017.
- (6) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the restricted stock award granted on February 18, 2015. This award vests in 1/3 annual installments on February 28, 2016, 2017 and 2018.
- (7) 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. This award vests in 1/3 annual installments on February 28, 2017, 2018 and 2019.
- (8) 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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