

Hart Brett J
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

P. O. BOX 66100 HDQLD

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/28/2019 | | F ⁽¹⁾ | 1,593 D \$ 87.81 | 68,665 | D | |
| Common Stock | 02/28/2019 | | M ⁽²⁾⁽³⁾ | 4,795 A \$ 0 | 73,460 | D | |
| Common Stock | 02/28/2019 | | F ⁽⁴⁾ | 2,125 D \$ 87.81 | 71,335 | D | |
| Common Stock | 02/28/2019 | | M ⁽²⁾⁽⁵⁾ | 387 A \$ 0 | 71,722 | D | |
| Common Stock | 02/28/2019 | | F ⁽⁶⁾ | 172 D \$ 87.81 | 71,550 | D | |

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| | | | | | | | |
|--------------|------------|---------------------|-------|---|----------|--------|---|
| Common Stock | 02/28/2019 | M ⁽²⁾⁽⁷⁾ | 5,809 | A | \$ 0 | 77,359 | D |
| Common Stock | 02/28/2019 | F ⁽⁸⁾ | 2,574 | D | \$ 87.81 | 74,785 | 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. Price or Number of Shares (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (9) | 02/28/2019 | | M ⁽²⁾ | 4,795 | (3) (3) | Common Stock | 4,795 |
| Restricted Stock Units | (9) | 02/28/2019 | | M ⁽²⁾ | 387 | (5) (5) | Common Stock | 387 |
| Restricted Stock Units | (9) | 02/28/2019 | | M ⁽²⁾ | 5,809 | (7) (7) | Common Stock | 5,809 |

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

03/04/2019

__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) 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.
- (2) Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.
- (3) The RSUs were granted on February 23, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- (4) 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.
- (5) The RSUs were granted on June 14, 2017 and vest in 1/3 annual installments on February 28, 2018, 2019 and 2020.
- (6) 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.
- (7) The RSUs were granted on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.
- (8) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting of the RSU award granted on February 22, 2018.
- (9) 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. 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.