

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/28/2018                              |                                                             | M <sup>(1)(2)</sup>                     | 4,795 A                                                                 | \$ 0 74,896                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2018                              |                                                             | F <sup>(3)</sup>                        | 2,125 D                                                                 | \$ 67.79 72,771                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2018                              |                                                             | M <sup>(1)(4)</sup>                     | 387 A                                                                   | \$ 0 73,158                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2018                              |                                                             | F <sup>(5)</sup>                        | 172 D                                                                   | \$ 67.79 72,986                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2018                              |                                                             | F <sup>(6)</sup>                        | 1,135 D                                                                 | \$ 67.79 71,851                                                                                                    | D                                                                       |                                                                   |

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Common Stock      02/28/2018      F<sup>(7)</sup>      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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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deri<br>Secu<br>(Instr |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (8)                                                                | 02/28/2018                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                 | 4,795                                                          |     | (2)                                                                 | (2)                | Common<br>Stock                 | 4,795                                  |
| Restricted<br>Stock<br>Units                        | (8)                                                                | 02/28/2018                              |                                                             | M <sup>(1)</sup>                     |                                                                                                                 | 387                                                            |     | (4)                                                                 | (4)                | Common<br>Stock                 | 387                                    |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| Hart Brett J<br>P. O. BOX 66100 HDQLD<br>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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