

Hart Brett J  
Form 4  
March 04, 2019

**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)

CHICAGO, IL 60666

(City) (State) (Zip)

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

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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)
Common Stock	02/28/2019		F <sup>(1)</sup>	V Amount (A) or (D) Price 1,593 D \$ 87.81	68,665	D	
Common Stock	02/28/2019		M <sup>(2)(3)</sup>	4,795 A \$ 0	73,460	D	
Common Stock	02/28/2019		F <sup>(4)</sup>	2,125 D \$ 87.81	71,335	D	
Common Stock	02/28/2019		M <sup>(2)(5)</sup>	387 A \$ 0	71,722	D	
Common Stock	02/28/2019		F <sup>(6)</sup>	172 D \$ 87.81	71,550	D	

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Common Stock	02/28/2019	M <sup>(2)(7)</sup>	5,809	A	\$ 0	77,359	D
Common Stock	02/28/2019	F <sup>(8)</sup>	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 Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price or Value
Restricted Stock Units	<u>(9)</u>	02/28/2019		<u>M</u> <sup>(2)</sup>		4,795		<u>(3)</u>	<u>(3)</u>	Common Stock	4,795	\$
Restricted Stock Units	<u>(9)</u>	02/28/2019		<u>M</u> <sup>(2)</sup>		387		<u>(5)</u>	<u>(5)</u>	Common Stock	387	\$
Restricted Stock Units	<u>(9)</u>	02/28/2019		<u>M</u> <sup>(2)</sup>		5,809		<u>(7)</u>	<u>(7)</u>	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.  
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