

Nocella Andrew P  
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 \*  
Nocella Andrew P

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)  
02/28/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & Chief Commercial Officer

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                       | 02/28/2019                              |                                                             | M <sup>(1)(2)</sup>                     | 2,919 A                                                                 | \$ 0 28,141                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2019                              |                                                             | F <sup>(3)</sup>                        | 1,294 D                                                                 | \$ 87.81 26,847                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2019                              |                                                             | M <sup>(1)(4)</sup>                     | 3,904 A                                                                 | \$ 0 30,751                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/28/2019                              |                                                             | F <sup>(5)</sup>                        | 1,730 D                                                                 | \$ 87.81 29,021                                                                                                    | D                                                                       |                                                                   |

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

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

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               |                                                             |
| Restricted Stock Units                     | <u>(6)</u>                                             | 02/28/2019                           |                                                    | M <sup>(1)</sup>               | 2,919                                                                                   | <u>(2)</u> <u>(2)</u>                                    | Common Stock                                                  | 2,919                                                       |
| Restricted Stock Units                     | <u>(6)</u>                                             | 02/28/2019                           |                                                    | M <sup>(1)</sup>               | 3,904                                                                                   | <u>(4)</u> <u>(4)</u>                                    | Common Stock                                                  | 3,904                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| Nocella Andrew P<br>P. O. BOX 66100 HDQLD<br>CHICAGO, IL 60666 | EVP & Chief Commercial Officer   |

## Signatures

/s/ Sarah Hagy for Andrew  
Nocella

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) Represents the settlement upon vesting of restricted stock units ("RSUs") into UAL common stock.
- (2) The RSUs were granted on February 27, 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 27, 2017.

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- (4) The RSUs were granted on February 22, 2018 and vest in 1/3 annual installments on February 28, 2019, 2020 and 2021.
- (5) 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.
- (6) 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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