

Nocella Andrew P
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 *
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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Commercial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2019		M ⁽¹⁾⁽²⁾		2,919	A	\$ 0
Common Stock	02/28/2019		F ⁽³⁾		1,294	D	\$ 87.81
Common Stock	02/28/2019		M ⁽¹⁾⁽⁴⁾		3,904	A	\$ 0
Common Stock	02/28/2019		F ⁽⁵⁾		1,730	D	\$ 87.81

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

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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		<u>M</u> ⁽¹⁾	2,919	<u>(2)</u> <u>(2)</u>	Common Stock	2,919
Restricted Stock Units	<u>(6)</u>	02/28/2019		<u>M</u> ⁽¹⁾	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 P. O. BOX 66100 HDQLD 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.

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.