

Nocella Andrew P
Form 4
March 01, 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)
02/27/2019

____ 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 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	(A) or (D)	Price
Common Stock	02/27/2019		M ⁽¹⁾⁽²⁾		8,856	A	\$ 0 29,142
Common Stock	02/27/2019		F ⁽³⁾		3,920	D	\$ 87.6 25,222

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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	02/27/2019		M ⁽¹⁾			8,856	(2)	(2)	Common Stock	8,856
Restricted Stock Units	(4)	02/27/2019		A		10,703		(5)	(5)	Common Stock	10,703

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

03/01/2019

**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 three installments of 8,856 RSUs on February 27, 2018, 8,856 RSUs on February 27, 2019 and 8,856 RSUs on February 27, 2020.
- (3) This transaction represents the withholding of shares to pay tax withholding obligations associated with the vesting an award granted on February 27, 2017.
- (4) Each RSU represents the economic equivalent of one share of UAL common stock and is settled in shares of UAL common stock upon vesting.
- (5) The RSUs vest in three installments of 3,567 RSUs on February 28, 2020, 3,568 RSUs on February 28, 2021 and 3,568 RSUs on February 28, 2022.

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.