

Prospectus Supplement

The Prospectus dated August 13, 1996, relating to the offer for resale of up to \$200,650,000 aggregate principal amount of the Continental Airlines, Inc. 6-3/4% Convertible Subordinated Notes due April 15, 2006 is hereby supplemented as follows:

- 1) "MassMutual Corporate Investors" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of July 24, 1997 of \$600,000.
- 2) "MassMutual Participation Investors" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of July 24, 1997 of \$300,000.
- 3) "MassMutual High Yield Partners LLC" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of July 24, 1997 of \$1,050,000.
- 4) "MassMutual Corporate Value Partners Limited" is added to the table of Selling Holders on page 39 with a Principal Amount of Registered Notes owned as of July 24, 1997 of \$1,050,000.

The date of this Prospectus Supplement is July 29, 1997.