

United Continental Holdings, Inc.  
Form PRE 14A  
April 12, 2013

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**United Continental Holdings, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
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(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Table of Contents

April [      ], 2013

Dear Stockholder:

On behalf of the Board of Directors, we are pleased to invite you to the 2013 Annual Meeting of Stockholders of United Continental Holdings, Inc. A notice of the 2013 Annual Meeting and proxy statement follows. Please read the enclosed information and our 2012 Annual Report carefully before voting your proxy.

This year, we will continue to take advantage of the U.S. Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders on the internet. We believe that these rules allow us to provide our stockholders with the information they need while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting.

Your vote is important. Even if you plan to attend the meeting in person, please authorize your proxy or direct your vote by following the instructions on each of your voting options described in the proxy statement and the Notice of Internet Availability. You may vote your shares by internet, telephone or mail pursuant to the instructions included on the proxy card or voting instruction card. We encourage you to use the first option and vote by internet.

Thank you for your continued support of United. We look forward to seeing you at the 2013 Annual Meeting.

Sincerely,

Jeffery A. Smisek  
*Chairman, President and Chief Executive Officer*

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Table of Contents

**UNITED CONTINENTAL HOLDINGS, INC.**

233 S. Wacker Drive  
Chicago, Illinois 60606

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**NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD JUNE 12, 2013**

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DATE: Wednesday, June 12, 2013  
TIME: 9:00 a.m., Eastern Time  
PLACE: Doubletree by Hilton Hotel Crystal City  
300 Army Navy Drive  
Arlington, VA 22202  
MATTERS TO BE VOTED ON:

1. Election of the nominees named in the proxy statement to the Board of Directors, as follows:  
  
Ten directors, to be elected by the holders of Common Stock;  
  
One ALPA director, to be elected by the holder of Class Pilot MEC Junior Preferred Stock; and  
  
One IAM director, to be elected by the holder of Class IAM Junior Preferred Stock.
2. Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company and its subsidiaries for the fiscal year ending December 31, 2013.
3. An advisory resolution approving the compensation of the Company's named executive officers as presented in the proxy statement.
4. Reapproval of the performance measures under the United Continental Holdings, Inc. 2008 Incentive Compensation Plan.
5. Approval of the amended performance measures under the United Continental Holdings, Inc. Incentive Plan 2010.
6. Approval of an amendment to the Company's amended and restated bylaws to provide stockholders with the right to call a special meeting of stockholders.
7. Any other matters that may be properly brought before the meeting.

Brett J. Hart  
*Executive Vice President, General Counsel and Secretary*

Chicago, Illinois

April [ ], 2013

**Even if you plan to attend the Annual Meeting in person, please authorize your proxy or direct your vote by following the instructions on each of the voting options described in the proxy statement and the Notice of Internet Availability. You may vote your shares by internet, telephone or mail pursuant to the instructions included on the proxy card or voting instruction card. If you mail the proxy or voting instruction card, no postage is required if mailed in the United States. If you attend the Annual Meeting in person and want to withdraw your proxy, you may do so as described in the attached proxy statement and vote in person on all matters properly brought before the meeting.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 12, 2013. The Company's Notice of Annual Meeting, Proxy Statement and 2012 Annual Report to stockholders are available on the internet at <http://www.envisionreports.com/uul>.**

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Table of Contents

**TABLE OF CONTENTS**

	<b>Page</b>
<u>GENERAL INFORMATION</u>	<u>1</u>
<u>PROPOSAL NO. 1 ELECTION OF DIRECTORS</u>	<u>6</u>
<u>CORPORATE GOVERNANCE</u>	<u>16</u>
<u>BENEFICIAL OWNERSHIP OF SECURITIES</u>	<u>29</u>
<u>EXECUTIVE COMPENSATION</u>	<u>34</u>
<u>Compensation Discussion and Analysis</u>	<u>34</u>
<u>Compensation Committee Report</u>	<u>49</u>
<u>2012 Summary Compensation Table</u>	<u>50</u>
<u>Grants of Plan-Based Awards for 2012</u>	<u>52</u>
<u>Outstanding Equity Awards at 2012 Fiscal Year-End</u>	<u>57</u>
<u>Option Exercises and Stock Vested for 2012</u>	<u>60</u>
<u>2012 Pension Benefits Table</u>	<u>61</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>64</u>
<u>2012 DIRECTOR COMPENSATION</u>	<u>76</u>
<u>AUDIT COMMITTEE REPORT</u>	<u>79</u>
<u>PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>81</u>
<u>PROPOSAL NO. 3 ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS</u>	<u>83</u>
<u>PROPOSAL NO. 4 REAPPROVAL OF THE PERFORMANCE MEASURES UNDER UNITED CONTINENTAL HOLDINGS, INC. 2008 INCENTIVE COMPENSATION PLAN</u>	<u>85</u>
<u>PROPOSAL NO. 5 APPROVAL OF THE AMENDED PERFORMANCE MEASURES UNDER UNITED CONTINENTAL HOLDINGS, INC. INCENTIVE PLAN 2010</u>	<u>87</u>
<u>PROPOSAL NO. 6 APPROVAL OF AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED BYLAWS TO PROVIDE STOCKHOLDERS WITH THE RIGHT TO CALL A SPECIAL MEETING OF STOCKHOLDERS</u>	<u>91</u>
<u>SUBMISSION OF STOCKHOLDER PROPOSALS FOR THE 2014 ANNUAL MEETING</u>	<u>92</u>
<u>ANNUAL REPORT</u>	<u>93</u>
<u>OTHER BUSINESS</u>	<u>93</u>
<u>ANNEX A UAL CORPORATION 2008 INCENTIVE COMPENSATION PLAN AND FIRST AMENDMENT TO 2008 INCENTIVE COMPENSATION PLAN</u>	<u>A-1</u>
<u>ANNEX B UNITED CONTINENTAL HOLDINGS, INC. INCENTIVE PLAN 2010 AND FIRST AMENDMENT TO INCENTIVE PLAN 2010</u>	<u>B-1</u>
<u>ANNEX C AMENDED AND RESTATED BYLAWS OF UNITED CONTINENTAL HOLDINGS, INC.</u>	<u>C-1</u>



Table of Contents

**UNITED CONTINENTAL HOLDINGS, INC.**

233 S. Wacker Drive  
Chicago, Illinois 60606

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**PROXY STATEMENT**

**2013 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held June 12, 2013**

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**GENERAL INFORMATION**

**Purpose, Place, Date and Time**

This proxy statement is furnished to you by our Board of Directors (the "Board") in connection with the solicitation of your proxy to be voted at the 2013 Annual Meeting of Stockholders of United Continental Holdings, Inc., which we refer to as the "Annual Meeting," to be held on Wednesday, June 12, 2013, at 9:00 a.m., Eastern Time, at the Doubletree by Hilton Hotel Crystal City, 300 Army Navy Drive, Arlington, VA 22202. This proxy statement is being made available to you on approximately April [ ], 2013. In this proxy statement, the terms "we," "our," "us," "UAL" and the "Company" refer to United Continental Holdings, Inc. The Company became the parent company of Continental Airlines, Inc. ("Continental") upon the closing of a merger transaction (the "Merger") on October 1, 2010. As part of the Merger integration, on March 31, 2013, the Company merged its two operating subsidiaries, Continental and United Air Lines, Inc. ("United"), with Continental continuing as the surviving corporation and as a wholly-owned subsidiary of the Company. Upon the closing of this transaction on March 31, 2013, Continental's name was changed to "United Airlines, Inc."

**Internet Availability of Proxy Materials**

We will continue to take advantage of the "Notice and Access" rules adopted by the U.S. Securities and Exchange Commission (the "SEC"), which allow public companies to deliver a "Notice of Internet Availability of Proxy Materials" and provide internet access to proxy materials and annual reports to their stockholders. The use of Notice and Access generates cost savings for the Company and reduces the environmental impact of our Annual Meeting. In lieu of paper copies of the proxy statement and other materials, most of our stockholders will receive a "Notice of Internet Availability." The Notice of Internet Availability will include instructions on accessing and reviewing our proxy materials and annual report to stockholders on the internet, and will provide instructions on submitting a proxy on the internet. If you would like to receive paper or email copies of our proxy materials and annual report, please follow the instructions on the Notice of Internet Availability for requesting paper or email copies of our proxy materials and annual report.

Pursuant to the SEC's rules, our 2012 Annual Report, which includes our audited consolidated financial statements for 2012, is not considered a part of, or incorporated by reference in, our proxy solicitation materials.

**Householding**

The SEC's rules allow us to deliver a single Notice of Internet Availability or set of proxy materials and annual report to one address shared by two or more of our stockholders. This delivery method is referred to as "householding" and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one Notice of Internet Availability or set of proxy materials and annual report to multiple stockholders who share an address, unless we received different



Table of Contents

instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the Notice of Internet Availability or set of proxy materials and annual report, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the Notice or Annual Meeting materials, contact Broadridge Financial Solutions, Inc. at +1.800.542.1061 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future Notices of Internet Availability or proxy statements and annual reports for your household, please contact Broadridge at the above phone number or address.

**Voting Rights and Proxy Information**

**Who is entitled to vote?**

If you are a stockholder with shares of our voting stock, including our common stock, \$0.01 par value per share ("Common Stock") registered in your name with Computershare Investor Services, the Company's transfer agent and registrar, then you are considered a "stockholder of record." Stockholders of record at the close of business on April 15, 2013, which is known as the "record date" for the meeting, are entitled to notice of and to vote at the meeting or any adjournments or postponements thereof.

The following chart shows the number of shares of each class of our voting stock outstanding as of the record date, the number of holders of each class as of the record date entitled to vote at the meeting, the votes per share for each class for all matters on which the shares vote, and the directors each class is entitled to elect. The aggregate number of votes to which each class is entitled is equal to the number of shares outstanding of each respective class.

Title of Class	Shares Outstanding	Holders of Record	Votes per Share	Voting for Directors
Common Stock	[ ]	[ ]	1	Class elects 10 directors
Class Pilot MEC Junior Preferred Stock	1	1(ALPA-MEC)	1	Class elects 1 ALPA director
Class IAM Junior Preferred Stock	1	1(IAM)	1	Class elects 1 IAM director

**How do I vote if I am a stockholder of record?**

If you are a stockholder of record that holds shares as of the record date, you have three options for delivering your proxy to vote your shares:

***Vote by Internet***

You can vote via the internet by logging onto <http://www.envisionreports.com/ual> and following the prompts using the control number located on your meeting notice or proxy card. This vote will be counted immediately and there is no need to mail your proxy card.

***Vote by Telephone***

To use the telephone voting procedure, dial 1-800-652-8683 and listen for further directions. You must have a touch-tone phone in order to respond to the questions. This vote will be counted immediately and there is no need to mail your proxy card.

Table of Contents

***Vote by Proxy Card***

Shares eligible to be voted, and for which a properly signed proxy card is returned, will be voted in accordance with the instructions specified on the proxy card.

Proxies submitted by internet or telephone must be received by 11:59 p.m., Eastern Time, on Tuesday, June 11, 2013.

***We encourage you to vote by internet.***

**How are my shares voted if I do not indicate how to vote on the proxy card?**

If no instructions are indicated on the proxy card, your shares will be voted "**FOR**" the election of each of the nominees for director (Proposal No. 1), "**FOR**" the ratification of the appointment of the independent registered public accounting firm (Proposal No. 2), "**FOR**" the advisory resolution approving the compensation of the Company's named executive officers as presented in this proxy statement (Proposal No. 3), "**FOR**" the reapproval of the performance measures under the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (Proposal No. 4), "**FOR**" the approval of the amended performance measures under the United Continental Holdings, Inc. Incentive Plan 2010 (Proposal No. 5) and "**FOR**" the approval of an amendment to the Company's amended and restated bylaws to provide stockholders with the right to call a special meeting of stockholders (Proposal No. 6).

**How do I vote if I hold my shares through an account at a broker, bank, trust or other nominee?**

If you hold your shares in an account at a broker, bank, trust or other nominee, you are considered the "beneficial owner" of shares held in "street name." If you received a Notice of Internet Availability, votes directed by internet or telephone must be received by 11:59 p.m., Eastern Time, on Tuesday, June 11, 2013, the day before the Annual Meeting. You may direct the voting of those shares over the internet or by telephone by following the instructions provided. If you received printed proxy materials, you may vote by internet, telephone or mail pursuant to the instructions included on the voting instruction card provided to you by your broker, bank, trust or other nominee. Directing the vote of your shares will not affect your right to vote in person if you decide to attend the meeting; however, you must first obtain a legal proxy from the stockholder of record for your shares.

**How do I vote my shares if I participate in one of the United 401(k) plans?**

If you hold shares in an account under the United Airlines Ground Employee 401(k) Plan, the United Airlines Flight Attendant 401(k) Plan or the United Airlines Management and Administrative 401(k) Plan (each a "Plan," and collectively, the "Plans"), Computershare has sent you the Company's proxy materials directly. You may direct the trustee of the Plans, Evercore Trust Company, N.A., on how to vote your Plan shares by following the instructions on each of the voting options described in the Notice of Internet Availability you received or, if you received printed proxy materials, you may direct the voting of your Plan shares by internet, telephone or mail pursuant to the instructions included on the proxy card. Please note that, in order to permit the trustee for the Plans to tally and vote all of the shares of Common Stock held in the Plans, your instructions, whether by internet, telephone, or proxy card, must be completed and received prior to 11:59 p.m., Eastern Time, on Sunday, June 9, 2013. You may not change your vote related to such Plan shares after this deadline.

If you do not provide voting instructions to the trustee, your Plan shares will be voted by the trustee in the same proportion that it votes shares in other Plan accounts for which it did receive timely voting instructions. The proportional voting policy is detailed under the terms of each Plan and trust agreement.

Table of Contents

**How is a quorum determined?**

A quorum is necessary for conducting a valid annual meeting. The presence in person or represented by proxy of the holders of a majority of the total shares outstanding and entitled to vote at the meeting is necessary to constitute a quorum at the meeting.

Abstentions (shares of the Company's capital stock for which proxies have been received but for which the holders have abstained from voting) and broker non-votes, which are described below, will be included in the calculation of the number of shares of the Company's capital stock represented at the meeting for purposes of determining whether a quorum has been achieved.

**What are "broker non-votes"?**

Under the rules of the New York Stock Exchange ("NYSE"), brokers, banks, trusts or other nominees holding shares on behalf of a beneficial owner may vote those shares in their discretion on certain routine matters when they do not receive timely voting instructions from the beneficial owner. With respect to certain non-routine matters, the broker, bank, trust or other nominee is not permitted to vote shares for a beneficial owner when they do not receive timely voting instructions. A "broker non-vote" occurs under the NYSE rules when a broker, bank, trust or other nominee is not permitted to vote on a particular proposal because it has not received voting instructions from a beneficial owner and does not have discretionary voting power with respect to that proposal. Accordingly, if you are a beneficial owner and do not provide timely voting instructions to a broker, bank, trust or other nominee that holds your shares, that institution will be prohibited from voting your shares in its discretion on all of the proposals set forth in this proxy statement other than the ratification of the independent registered public accounting firm (Proposal No. 2), which is the only "routine" matter included in the proposals.

**If you are a beneficial owner, please note that, as indicated above, a broker, bank, trust or other nominee holding shares on your behalf will not be permitted to vote your shares with respect to the election of directors (Proposal No. 1), the advisory resolution approving the compensation of the named executive officers (Proposal No. 3), the reapproval of the performance measures under the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (Proposal No. 4), the approval of the amended performance measures under the United Continental Holdings, Inc. Incentive Plan 2010 (Proposal No. 5) and the approval of an amendment to the Company's amended and restated bylaws to provide stockholders with the right to call a special meeting of stockholders (Proposal No. 6), all of which are considered non-routine matters, unless you provide timely voting instructions. We urge you to submit your voting instructions to your broker, bank, trust or other nominee in advance of the meeting. Please see "How do I vote if I hold my shares through an account at a broker, bank, trust or other nominee?" above for a discussion of the procedures and deadline for submitting your voting instructions.**

**What classes of stock vote on each proposal and what is the vote required?**

The holders of Common Stock, the Class Pilot MEC Junior Preferred Stock and the Class IAM Junior Preferred Stock will vote together as a single class on all proposals presented at the meeting other than the election of directors (Proposal No. 1).

Under the Delaware General Corporation Law and our Amended and Restated Bylaws (the "Bylaws"), provided a quorum is present: (i) the affirmative vote of the holders of the shares of capital stock representing a plurality of the votes present in person or by proxy at the meeting and entitled to be cast on the matter will be required to elect the directors to be elected by the applicable class of capital stock (Proposal No. 1); (ii) the affirmative vote of the holders of the shares of capital stock representing a majority of the votes present in person or represented by proxy at the meeting and entitled to be cast on the matter will be required to approve the ratification of the appointment of the

Table of Contents

independent registered public accounting firm (Proposal No. 2), the advisory resolution approving the compensation of the named executive officers (Proposal No. 3), the reapproval of the performance measures under the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (Proposal No. 4) and the approval of the amended performance measures under the United Continental Holdings, Inc. Incentive Plan 2010 (Proposal No. 5); and (iii) the affirmative vote of the holders of the shares of capital stock representing a majority of the votes entitled to be cast on the matter will be required to approve the amendment to the Company's amended and restated bylaws to provide stockholders with the right to call a special meeting of stockholders (Proposal No. 6).

**How do abstentions and broker non-votes work?**

Abstentions are counted for purposes of determining whether a quorum is present. Abstentions will have the effect of a vote against the matters presented for a vote of the stockholders, other than the election of directors. Abstentions have no effect with respect to the election of directors (Proposal No. 1). For all other matters, abstaining shares are considered present and unvoted, which means they have the same effect as votes against the proposal.

Broker non-votes will not be counted as present and entitled to vote with respect to the election of directors (Proposal No. 1), the advisory resolution approving the compensation of the named executive officers (Proposal No. 3), the reapproval of the performance measures under the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (Proposal No. 4) and the approval of the amended performance measures under the United Continental Holdings, Inc. Incentive Plan 2010 (Proposal No. 5), which means they will have no effect on the outcome of these proposals. There will not be any broker non-votes with respect to the ratification of the independent registered public accounting firm (Proposal No. 2) because it is a "routine" matter. Broker non-votes will have the effect of a negative vote on the approval of an amendment to the Company's amended and restated bylaws to provide stockholders with the right to call a special meeting of stockholders (Proposal No. 6).

**How does the proxy voting process work?**

If the proxy card is voted properly using the internet or telephone procedures specified, or is properly dated, signed and returned by mail, the proxy will be voted at the meeting in accordance with the instructions indicated by it. Our Board does not know of any matters, other than as described in this proxy statement, which are to come before the meeting. If a proxy is given, the persons named in the proxy will have authority to vote in accordance with their best judgment on any other matter that is properly presented at the meeting for action, including any proposal to adjourn the meeting or concerning the conduct of the meeting.

If a quorum is not present at the time the meeting is convened for any particular purpose, or if for any other reason we believe that additional time should be allowed for the solicitation of proxies, we may adjourn the meeting with the vote of the stockholders then present. The persons named in the proxy may vote any shares of capital stock for which they have voting authority in favor of an adjournment.

**How do I revoke a proxy?**

Any proxy may be revoked by the person giving it at any time before it is voted. We have not established any specified formal procedure for revocation. A proxy may be revoked by a later proxy delivered using the internet or telephone voting procedures or by written notice mailed to the Secretary prior to the meeting. If you hold your shares through a broker, bank, trust or other nominee, you should follow their instructions as to how you can revoke a proxy. Attendance at the meeting will not automatically revoke a proxy, but a holder of Common Stock who is in attendance and entitled to vote at the Annual Meeting may request a ballot and vote in person, which revokes a previously granted proxy.

Table of Contents

**How are proxies being solicited and who pays solicitation expenses?**

Proxies are being solicited by the Board on behalf of the Company. All expenses of the solicitation, including the cost of preparing and mailing this proxy statement, will be borne by us. In addition to solicitation by use of mails, proxies may be solicited by our directors, officers and employees in person or by telephone or other means of communication. These individuals will not be additionally compensated, but may be reimbursed for out-of-pocket expenses associated with solicitation. Arrangements will also be made with custodians, nominees and fiduciaries for forwarding of proxy solicitation material to beneficial owners of Common Stock and voting preferred stock held of record, and we may reimburse these individuals for their reasonable expenses. To help assure the presence in person or representation by proxy of the largest number of stockholders possible, we have engaged Georgeson Inc., a proxy solicitation firm, to solicit proxies on our behalf. We are paying Georgeson a proxy solicitation fee of \$12,000 plus reimbursement for reasonable out-of-pocket costs and expenses.

**What do I need to attend the meeting?**

Admittance is limited to stockholders of the Company. The following procedures have been adopted to ensure that the Company's stockholders can check in efficiently when entering the meeting.

***Stockholders of Record***

If you are a stockholder of record on April 15, 2013, you (or your duly appointed proxy holder) are entitled to attend the meeting. If you are a registered stockholder or you own shares through a Plan, there is an admission ticket located on your meeting notice or proxy card. You will be asked to present the admission ticket and valid picture identification to obtain admittance to the meeting.

If you are a record holder (or a record holder's duly appointed proxy) and you do not have an admission ticket with you at the meeting, you will be admitted upon verification of ownership at the stockholders' registration desk. Please be prepared to present valid picture identification.

***Beneficial Stockholders***

If you are a beneficial owner of Common Stock as of April 15, 2013, you may obtain admittance at the stockholders' registration desk by presenting evidence of your Common Stock ownership. This evidence could be a legal proxy from the institution that is the record holder of your shares, or your most recent account statement from your broker, bank, trust or other nominee that includes the record date, along with valid picture identification. Please note that in order to vote at the meeting, beneficial owners must present the legal proxy from the record holder.

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

The Nominating/Governance Committee has recommended to our Board, and our Board has unanimously nominated, the individuals named below for election as directors at our Annual Meeting. Except where you withhold authority or instruct otherwise, your proxy will be voted at the meeting, or any adjournments or postponements thereof, **"FOR"** the election of the nominee(s) named below for a term of one year and until his or her successor is duly elected and qualified. Incumbent directors will hold office until our next Annual Meeting of Stockholders, until their successors are elected and qualified, or until their earlier death, resignation or removal. Our Board expects all of the nominees named below, each of whom currently serves on our Board, to be available for election. Glenn Tilton, a current member of the Board, will not stand for re-election at the 2013 Annual Meeting and as a result, will retire at the end of his current term.

Table of Contents

Stockholder nominations will not be accepted for filling Board seats at the Annual Meeting as our Bylaws require advance notice for such a nomination, the time for which has passed as of the date of this proxy statement. Your proxy cannot be voted for a greater number of persons than the number of nominees named herein. There is no family relationship between any of the nominees for director or between any nominee and any executive officer of the Company.

**Director Qualifications**

Set forth on the following pages is biographical and other information about each nominee for election as a director. This information includes the principal occupations and directorships on the boards of public companies and registered investment companies held by the nominees during the past five years. This information also includes a discussion of the specific experience, qualifications, attributes and skills of each nominee that led to the Board's determination that each nominee is qualified and should serve as a director.

In addition to the information presented below regarding each nominee's specific experience, qualifications, attributes and skills, our Board believes that all of our director nominees have demonstrated certain common attributes that the Board would generally expect any director nominee to possess. Those common attributes include an appropriate level of business, government or professional acumen, the capacity for strategic and critical thinking, leadership capabilities, a reputation for integrity and ethical conduct, and an ability to work collaboratively. Please see "Corporate Governance Nominations for Directors" below for further discussion of the criteria considered by the Nominating/Governance Committee when identifying director nominees.

**Directors to be Elected by Common Stock**

Ten directors are to be elected by the holders of Common Stock. Each director has served continuously since the date of his or her appointment. If a nominee unexpectedly becomes unavailable before election, proxies from the holders of Common Stock may be voted for another person designated by the Board or the appropriate Board Committee. No persons other than our directors are responsible for the naming of nominees.

Nominee	(1) Principal Occupation (current and past 5 years)		Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)			
	(3) Experience and Qualifications			
Carolyn Corvi	(1)	Retired Vice President and General Manager, Airplane Programs, Commercial Airplanes of Boeing Commercial Airplanes (commercial jet aircraft segment) (2005-2008); Various other positions with Boeing for 34 years, including Vice President and General Manager of 737/757 Programs, Vice President of Aircraft Systems and Interiors, Vice President of the Propulsion Systems Division, Director of Quality Assurance for the Fabrication Division and Director of Program Management for 737/757 Programs.	61	2010
	(2)	Director Allegheny Technologies Inc. (2012-Present); Hyster-Yale Materials Handling, Inc. (2012-Present); Goodrich Corporation (2009-2012) and Continental (2009-2010).		

Table of Contents

Nominee	(1) Principal Occupation (current and past 5 years)	Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)		
	(3) Experience and Qualifications		
	(3) Ms. Corvi provides extensive management expertise to the Board, having served in key management and operational oversight roles for Boeing during her 34 years of service. She also brings an expertise with respect to the manufacturing of commercial aircraft, which she developed through her management of commercial airplane production for Boeing as Vice President and General Manager, Airplane Programs, Commercial Airplanes, Vice President and General Manager of 737/757 Programs, Vice President of Aircraft Systems and Interiors, Vice President of the Propulsion Systems Division, and in the other positions indicated above. Ms. Corvi brings experience to the audit committee function of the Board through her previous service on the Audit Committees of Continental and Goodrich Corporation, and her current service on the Audit Committees of Hyster-Yale Materials Handling, Inc. and Allegheny Technologies, Inc., and her service on the Continental board of directors provided her with valuable experience in the airline industry.		
Jane C. Garvey	(1) Chairman of Meridiam, North America (infrastructure development fund) (2009-present); Vice President of U.S. Public Private Partnerships in Transportation at JPMorgan Chase (global financial services firm) (2008-2009); Executive Vice President and Chairman of Transportation Practice of APCO Worldwide (public affairs and strategic communications consulting firm) (2003-2008).	69	2009
	(2) Director Bombardier Inc. (2007-2008); Skanska (2003-2008).		

Table of Contents

Nominee	(1) Principal Occupation (current and past 5 years)	Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)		
	(3) Experience and Qualifications		
	(3) Ms. Garvey brings extensive management oversight experience to the Board as Chairman of Meridiam, North America. She also provides valuable leadership experience and knowledge of the airline industry in her past role as fourteenth administrator of the Federal Aviation Administration, where she was the first administrator to serve a five-year term, and as the recipient of the National Air Transportation Association's Distinguished Service Award. In addition to those accomplishments, Ms. Garvey served on the transition team for President Barack Obama, focusing on transportation policies and related infrastructure challenges, and acted as Vice President of U.S. Public Private Partnerships in Transportation at JPMorgan Chase, advising on financing strategies to facilitate project delivery for state governments. She has also served as Executive Vice President and Chairman of Transportation Practice of APCO Worldwide, acting administrator and deputy administrator for the Federal Highway Administration and director of Boston Logan International Airport. Through her various professional experiences, Ms. Garvey has also gained experience in a broad range of industries, including infrastructure development, financial services, transportation, construction and consulting.		
Walter Isaacson	(1) President and Chief Executive Officer of The Aspen Institute (international education and leadership institute) (2003-present). (2) Not applicable. (3) Mr. Isaacson provides valuable business operations expertise and extensive management knowledge, having served as President and Chief Executive Officer of The Aspen Institute. Prior to that position, he gained additional leadership experience and strategic development and implementation skills as Chairman and Chief Executive Officer of CNN. Mr. Isaacson has also served as the editor of Time Magazine. Through his various professional experiences, Mr. Isaacson has gained experience in a broad range of industries, including education, economics, communications and broadcasting.	60	2006
Henry L. Meyer III	(1) Retired Chairman of the Board of Directors and Chief Executive Officer of KeyCorp (a bank-based financial services company) (2010-2011); Chairman of the Board, President and Chief Executive Officer of KeyCorp (2001-2010). (2) Director KeyCorp (1996-2011); Continental (2003-2010).	63	2010



Table of Contents

Nominee	(1) Principal Occupation (current and past 5 years)	Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)		
	(3) Experience and Qualifications		
	(3) Mr. Meyer provides valuable and extensive management, financial and banking expertise to the Board, developed during his nearly forty years of service in the financial services industry. He joined the former Society National Bank (now KeyBank National Association) in 1972, attaining positions of increasing responsibility throughout his career, which culminated in his election in 2001 as the Chairman of the Board of Directors and Chief Executive Officer of KeyCorp, one of the largest bank-based financial services companies in the United States. He is a former member of the boards of the Federal Reserve Bank of Cleveland, the Financial Services Roundtable, and the Federal Advisory Council of the Federal Reserve System. Mr. Meyer also brings to the Board expertise on corporate governance and board leadership, having served as the Chairman of the KeyCorp Board of Directors and as the lead independent director and the Chairman of the Corporate Governance and Social Responsibility Committee of the Board of Directors of Continental. In addition, he developed extensive experience with the airline industry during his seven years of service on the Continental Board of Directors. He also serves in leadership roles in a number of civic and community organizations in the Cleveland area, the location of one of the Company's hub airports.		
Oscar Munoz	(1) Executive Vice President and Chief Operating Officer of CSX Corporation (freight transportation) (2012-present); Executive Vice President and Chief Financial Officer of CSX Corporation (2003-2012). (2) Director Continental (2004-2010).	54	2010

Table of Contents

Nominee	(1) Principal Occupation (current and past 5 years) (2) Public Company and Registered Investment Company Directorships (current and past 5 years) (3) Experience and Qualifications	Age	Director Since
	(3) Mr. Munoz provides valuable expertise in management, finance, accounting and auditing to the Board. He developed this expertise during his more than 25 years of service in key executive positions within the telecommunications, beverage and transportation industries. Mr. Munoz has served as the Executive Vice President and Chief Operating Officer of CSX since January 2012, with responsibility for managing all aspects of CSX's operations across its 21,000-mile network, including transportation, service design, customer service, engineering, mechanical and technology. Mr. Munoz previously served as Executive Vice President and Chief Financial Officer of CSX from 2003 to January 2012, with responsibility for management and oversight of all financial, strategic planning, information technology, purchasing and real estate activities of CSX. He also brings to the Board expertise on the audit committee function, having served as the Chairman of the Audit Committee of Continental for more than four years prior to the Merger. In addition, he developed extensive experience in the airline industry during his six years of service on the Continental Board of Directors.		
Laurence E. Simmons	(1) President of SCF Partners (private equity investment management) (1989-present). (2) Director Zions Bancorporation (1978-present); Continental (2009-2010); Oil States International, Inc. (2001-2007). (3) Mr. Simmons provides the Board his extensive expertise in finance, corporate strategic transactions and the energy industry. Mr. Simmons is the founder and President of SCF Partners, a firm providing equity capital and strategic growth assistance to build energy service and equipment companies. Prior to founding SCF Partners, Mr. Simmons co-founded Simmons & Company International, one of the largest investment banking firms serving the energy industry. He also helped to create the corporate finance department at The First National Bank of Chicago. Mr. Simmons also brings to the Board his experience in both the airline industry and the audit committee function, having served on the Boards of Directors and Audit Committees of Continental and ExpressJet Holdings, Inc. In addition, he serves in leadership roles in a number of civic and community organizations in the Houston area, the location of one of the Company's hub airports.	66	2010

Table of Contents

<b>Nominee</b>	<b>(1) Principal Occupation (current and past 5 years)</b> <b>(2) Public Company and Registered Investment Company Directorships</b> <b>(current and past 5 years)</b> <b>(3) Experience and Qualifications</b>	<b>Age</b>	<b>Director Since</b>
Jeffery A. Smisek	<p>(1) Chairman of the Board, President and Chief Executive Officer of the Company (December 31, 2012-present); President and Chief Executive Officer of the Company (2010-present); Chairman of the Board, President and Chief Executive Officer of United (air transportation) and Continental (air transportation) (2010-present); President and Chief Operating Officer of Continental (2008-2009); President of Continental (2004-2008).</p> <p>(2) Director National Oilwell Varco, Inc. (2005-present); Continental (2004-2010).</p> <p>(3) Mr. Smisek brings to the Board his significant expertise in the airline industry, developed during his 18 years of service in leadership roles with Continental and the Company. After joining Continental in 1995 as Senior Vice President and General Counsel, Mr. Smisek became Continental's President and was elected to Continental's Board of Directors in 2004. He became President and Chief Operating Officer of Continental in September 2008, and assumed the role of Chairman, President and Chief Executive Officer of Continental in January 2010. In October 2010, Mr. Smisek became President and Chief Executive Officer of the Company effective upon the closing of the Merger. In December 2012, Mr. Smisek assumed the additional role of Chairman of the Board of the Company. As he is responsible for, and has extensive familiarity with, the Company's ongoing operations and management's efforts to implement the strategic priorities identified by the Board, Mr. Smisek is uniquely suited to inform the Board with respect to these matters. In addition, he provides experience on executive and director compensation and corporate governance to the Board, having served for several years on the National Oilwell Varco, Inc. Board of Directors as Chairman of the Compensation Committee and a member of the Nominating/Governance Committee, as well as experience with a variety of corporate legal issues, which he developed as a partner at Vinson &amp; Elkins L.L.P., an international law firm.</p>	58	2010

Table of Contents

<b>Nominee</b>	<b>(1) Principal Occupation (current and past 5 years)</b> <b>(2) Public Company and Registered Investment Company Directorships</b> <b>(current and past 5 years)</b> <b>(3) Experience and Qualifications</b>	<b>Age</b>	<b>Director Since</b>
David J. Vitale	<p>(1) President, Chicago Board of Education (education) (2011-present); Chair of the Urban Partnership Bank (2010-present); Chairman of DNP Select Income Fund, Inc. (2009-present), DTF Tax-Free Income Inc. (2009-present) and Duff &amp; Phelps Utility and Corporate Bond Trust (2009-present) (investment companies); Senior Advisor to the Chief Executive Officer of the Chicago Public Schools (2007-2008) and Chief Administrative Officer of the Chicago Public Schools (2003-2007) (education).</p> <p>(2) Director Duff &amp; Phelps Global Utility Income Fund (2011-present); Alion Science &amp; Technology Corporation (2009-present); DTF Tax-Free Income Inc. (2005-present); Duff &amp; Phelps Utility and Corporate Bond Trust (2005-present); DNP Select Income Fund, Inc. (2000-present).</p> <p>(3) Mr. Vitale provides valuable financial and management expertise to the Board through many years of experience in significant business roles. Mr. Vitale has served as President of the Chicago Board of Education since June 2011, with responsibility for the governance, organizational and financial oversight of the Chicago Public Schools. Mr. Vitale has acted both as Chief Administrative Officer of the Chicago Public Schools and Senior Advisor to the Chief Executive Officer of the Chicago Public Schools, where he provided oversight for all educational departments, including finance, operations, human resources, technology and procurement. He also provides significant financial, investment, corporate and strategic planning experience to the Board, having served as President and Chief Executive Officer of The Chicago Board of Trade and Vice Chairman of Bank One Corporation. In addition to these positions, he has served as Executive Vice President and Vice Chairman of First Chicago Corporation, Vice Chairman of The First National Bank of Chicago, Vice Chairman of First Chicago NBD Corporation and President of The First National Bank of Chicago. He brings to the Board expertise on the audit committee function, having served on the Audit Committee of Alion Science &amp; Technology Corporation. He brings additional leadership experience to the Board by serving as Chairman of Duff &amp; Phelps Global Utility Income Fund, DNP Select Income Fund, Inc., DTF Tax-Free Income Inc. and Duff &amp; Phelps Utility and Corporate Bond Trust. Through his extensive professional roles, Mr. Vitale gained experience in a number of industries, including education, banking, financial services and investment management.</p>	66	2006

Table of Contents

Nominee	(1) Principal Occupation (current and past 5 years)	Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)		
	(3) Experience and Qualifications		
John H. Walker	(1) Chief Executive Officer of Global Brass and Copper (copper and brass strip and bar manufacturer and distributor) (2007-present). (2) Director Nucor Corporation (2008-present); Delphi Corporation (2005-2009). (3) Mr. Walker provides valuable business expertise and extensive management knowledge to the Board, having served in key management and operational oversight roles, including serving as Chief Executive Officer of Global Brass and Copper, Chief Executive Officer and President of The Boler Company, Chief Executive Officer, Chief Operating Officer and President of Weirton Steel Corporation and President of Kaiser Aluminum Flat Rolled Products. He also brings consulting and strategy expertise from his early career with McKinsey & Company. Mr. Walker brings audit and financial experience to the Board through his service on the Audit Committees of Delphi Corporation and Nucor Corporation. Through his professional roles, Mr. Walker has experience in a number of industries, including copper manufacturing, steel manufacturing, aluminum manufacturing and vehicle parts manufacturing.	55	2002
Charles A. Yamarone	(1) Director of Houlihan Lokey (investment banking) (2009-present); Executive Vice President of the Libra Securities Division of the Oak Ridge Financial Services Group, Inc. (institutional broker-dealer) (2009); Executive Vice President of Libra Securities, LLC (institutional broker-dealer) (2002-2008). (2) Director El Paso Electric Company (1996-present); Continental (1995-2010).	54	2010

Table of Contents

Nominee	(1) Principal Occupation (current and past 5 years) (2) Public Company and Registered Investment Company Directorships (current and past 5 years) (3) Experience and Qualifications	Age	Director Since
	(3) Mr. Yamarone brings to the Board his expertise in management and finance, including capital market transactions and mergers and acquisitions. He has served as a director of Houlihan Lokey since 2009, where he is a senior member of the Debt Capital Markets group. Prior to that, Mr. Yamarone worked for over 18 years at Libra Securities with involvement in all areas of Libra's business as an institutional broker-dealer, including capital markets, corporate finance, sales and trading, research, legal, compliance, operations and administration. He also provides expertise on executive and director compensation to the Board, having served as a member of the Compensation Committee of the El Paso Electric Board of Directors and as the Chairman of the Human Resources Committee of Continental's Board of Directors. In addition, Mr. Yamarone has experience with a variety of corporate legal issues from his service as General Counsel of Columbia Savings, as well as experience serving on the boards of directors of companies in the entertainment and hospitality industries.		

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES NAMED ABOVE, WHICH IS DESIGNATED AS PROPOSAL NO. 1.**

**Directors to be Elected by Other Classes of Stock**

The following classes of directors are to be elected by the holders of certain classes of our stock other than Common Stock.

***THE HOLDERS OF COMMON STOCK DO NOT VOTE ON THE ELECTION OF THE FOLLOWING DIRECTORS.***

Each nominee was previously elected or appointed by the holders of the applicable class of our stock and has served continuously as a director since the date of his first election or appointment. If a nominee unexpectedly becomes unavailable before election, or we are notified that a substitute nominee has been selected, votes will be cast pursuant to the authority granted by the proxies from the respective holder(s) for the person who may be designated as a substitute nominee.

***ALPA Director Elected by Class Pilot MEC Junior Preferred Stock***

One Air Line Pilots Association, International ("ALPA") director (as defined in our Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation")) is to be elected by the United Airlines Pilots Master Executive Council of ALPA (the "ALPA-MEC"), the holder of our Class

Table of Contents

Pilot MEC Junior Preferred Stock. The ALPA-MEC has nominated and intends to re-elect James J. Heppner as the ALPA director.

Nominee	(1) Principal Occupation (current and past 5 years)		Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)			
	(3) Experience and Qualifications			
James J. Heppner	(1)	Master Executive Council Chairman of ALPA-MEC (2012-present); Captain, United Boeing 777 (2005-present).	59	2012
	(2)	Not applicable.		
	(3)	Mr. Heppner provides valuable management expertise and knowledge of aviation and airline services to the Board. Mr. Heppner has served in key labor union management positions within ALPA, including most recently as MEC Negotiating Committee Chairman and Co-Chairman of the ALPA Joint Negotiating Committee. In addition, Mr. Heppner has served as a captain for Boeing 777 aircraft since January 2005.		

***IAM Director Elected by Class IAM Junior Preferred Stock***

One International Association of Machinists and Aerospace Workers ("IAM") director (as defined in our Certificate of Incorporation) is to be elected by the IAM, the holder of our Class IAM Junior Preferred Stock. The IAM has nominated and intends to re-elect Stephen R. Canale as the IAM director.

Nominee	(1) Principal Occupation (Current and past 5 years)		Age	Director Since
	(2) Public Company and Registered Investment Company Directorships (current and past 5 years)			
	(3) Experience and Qualifications			
Stephen R. Canale	(1)	Retired President and Directing General Chairman of the IAM District Lodge 141 (1999-2008).	68	2002
	(2)	Not applicable.		
	(3)	Mr. Canale provides valuable management expertise and knowledge of aviation and airline services to the Board. Mr. Canale has served in key labor union management positions, including President and Directing General Chairman of the IAM District Lodge 141.		

**CORPORATE GOVERNANCE**

We are committed to high standards of corporate governance and to conducting our business ethically and with integrity and professionalism. In furtherance of these commitments, our Board has adopted Corporate Governance Guidelines developed and recommended by the Nominating/Governance Committee of our Board, which are available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the link "Governance" and selecting "Corporate Governance Guidelines."

**Corporate Governance Guidelines**

The Nominating/Governance Committee monitors developments in the laws, regulations and best practices relating to corporate governance and periodically recommends to our Board the adoption of amendments to the Corporate Governance Guidelines to reflect those developments. The current Corporate Governance Guidelines provide for the governance practices described below.

Table of Contents

**Independence.** Our Corporate Governance Guidelines require that a majority of our Board be "independent" under the criteria for independence established by the NYSE. Please see "Director Independence" below for a discussion of our Board's independence determinations.

**Limitation on Board Service.** None of our directors is permitted to serve on the board of directors of more than four other public companies, and no member of the Company's management is permitted to serve on the board of directors of another company if an independent director of the Company serves as the chairman, chief executive officer or president of such other company.

**Changes in Business or Professional Affiliations or Responsibilities.** If a director experiences a substantial change in his or her principal business or professional affiliations or responsibilities from the time such individual was first elected to the Board, the director is required to volunteer to resign from the Board. Our Board, through the Nominating/Governance Committee (excluding the director who volunteered to resign, if a member of the Committee), will have the opportunity to review the continued appropriateness of the director's Board membership under the particular circumstances, and shall determine whether to accept such resignation.

**Conflicts of Interest.** Our Corporate Governance Guidelines require any director with a potential conflict of interest to disclose the matter to the Chairman of the Board and the Lead Director (as defined below) before any decision is made related to the matter. If the Chairman of the Board and the Lead Director, in consultation with legal counsel, determine that a conflict exists, or that the perception of a conflict is likely to be significant, then the director is obligated to recuse himself or herself from any discussion or vote related to the matter.

**Lead Director.** Pursuant to our Corporate Governance Guidelines, the independent directors may designate a lead director (the "Lead Director"). If the independent directors do not designate a Lead Director, then the Chairman of the Nominating/Governance Committee will become the Lead Director on an ex officio basis. The Lead Director's responsibilities include, but are not limited to, the following: consulting with the Chairman of the Board to determine the agenda for Board meetings; presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors; serving as liaison between the Chairman of the Board and the independent directors; approving information sent to the Board; approving meeting agendas for the Board; approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; having the authority to call meetings of the independent directors; coordinating the agenda for moderating sessions of the Board's independent directors; assisting the Board in assuring compliance with and implementation of the Corporate Governance Guidelines; and, if requested by major stockholders, ensuring that he or she is available for consultation and direct communication.

As designated by the independent directors, Mr. Meyer, Chairman of the Nominating/Governance Committee, currently serves as the Company's Lead Director.

**Annual Performance Evaluation of the Board.** The Nominating/Governance Committee coordinates the annual performance evaluation of the Board to determine whether the Board is functioning effectively and meeting its objectives and goals.

**Annual Meeting Attendance.** Our directors are expected to attend each Annual Meeting of Stockholders absent exceptional reasons. All of our directors attended the 2012 Annual Meeting of Stockholders.



Table of Contents

**Bylaws, Committee Charters and Other Policies**

In addition to those practices established by our Corporate Governance Guidelines, our Bylaws, the charters of our Board Committees and our other Company policies provide for the following significant corporate governance practices:

All of the members of our Board are elected annually by our stockholders.

Only independent directors are permitted to serve on our Audit Committee, Compensation Committee and Nominating/Governance Committee.

The Board and each of the Audit Committee, Compensation Committee, Finance Committee and Nominating/Governance Committee have the authority to retain outside consultants or advisors at the Company's expense as the directors deem necessary or appropriate.

Our directors and our officers are subject to the Company's securities trading policy, which prohibits the buying or selling of Common Stock or other Company securities during trading "blackout" periods preceding the release of our annual or quarterly financial results, during special trading "blackout" periods that may be established by the Company from time to time, and at any time while in possession of material, non-public information.

Our securities trading policy also prohibits speculative and derivative trading, short selling and pledging of our securities by our officers and directors.

**Director Independence**

In connection with the annual determination of director independence, the Board has adopted the following categorical standards as part of the Company's Corporate Governance Guidelines to assist it in determining whether a director has any direct or indirect material relationship with the Company.

Under the categorical standards adopted by the Board, a director is not independent if:

The director is, or has been within the last three years, an employee of the Company, or any of the director's immediate family members is, or has been within the last three years, an executive officer of the Company;

The director, or any immediate family member of the director, has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees, and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(i) The director is a current partner or employee of a firm that is the internal or external auditor of the Company; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or (iv) the director, or any immediate family member of the director, was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;

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The director, or any immediate family member of the director, is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on the other company's compensation committee; or

The director is a current employee, or any immediate family member of the director is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years,

Table of Contents

exceeded the greater of \$1,000,000 or two percent (2%) of such other company's consolidated gross revenues.

For purposes of these categorical standards, (i) an "immediate family member" of a director includes a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who share such director's home, and (ii) the "Company" means United Continental Holdings, Inc. and its direct and indirect subsidiaries.

In connection with the determination of director independence, the Nominating/Governance Committee reviewed the categorical standards adopted by the Board together with the rules of the NYSE and other applicable legal requirements. The Nominating/Governance Committee also reviewed information compiled from the responses to questionnaires completed by each of the directors, information derived from the Company's corporate and financial records and information available from public records.

Consistent with the recommendation of the Nominating/Governance Committee, our Board has applied these independence tests and standards to: (i) each of the nominees for director; (ii) Mr. Tilton, who currently serves as a director, but is not standing for re-election at our Annual Meeting; and (iii) W. James Farrell and James J. O'Connor, each of whom served as a director during a portion of 2012. Our Board made a determination that: (i) each of Ms. Corvi, Ms. Garvey, and Messrs. Isaacson, Meyer, Munoz, Simmons, Vitale, Walker and Yamarone qualify as "independent" under the applicable independence tests and standards; (ii) Messrs. Smisek, Tilton, Canale and Heppner do not qualify as "independent" under the applicable tests and standards; and (iii) each of Messrs. Farrell and O'Connor qualify as "independent" under the applicable independence tests and standards. Mr. Smisek is not independent as he is an executive officer and employee of the Company. Mr. Canale is not independent due to his status as a retired employee and his relationship with the IAM, an organization representing several of our unionized employee groups. The IAM first elected Mr. Canale to serve as a director of the Company in 2002, and has nominated him for re-election at the 2012 Annual Meeting to continue his service as the IAM director. Mr. Heppner is not independent because he is a current employee of United. Mr. Tilton is not independent as he served as an executive officer and employee of the Company and United within the last three years. Please see "Proposal No. 1 Election of Directors" above for a list of all nominees for our Board, together with biographical summaries for the nominees, including each individual's business experience, directorships and qualifications.

In making its independence determinations, the Board considered the following categories of transactions, relationships and arrangements between certain of the directors (or members of their immediate families) and the Company and its subsidiaries, that it deemed were immaterial to the relevant director's independence:

**Ms. Corvi.** The Board considered transactions between the Company and Boeing, where Ms. Corvi's sister is currently employed as a project manager and does not serve as an executive officer, including the purchase or lease of aircraft and the purchase of aircraft-related services. The Board has determined that these transactions involving Boeing are not material to Ms. Corvi and do not impair her independence.

**Mr. Simmons.** The Board considered that the Company's former chief financial officer, Zane Rowe, serves as a director of a privately-held entity in which SCF Partners, where Mr. Simmons is President, holds an ownership interest. The Board has determined that this relationship is not material to Mr. Simmons and does not impair his independence.

**Air Carrier Services.** In addition to the transactions, relationships and arrangements described above, the Board considered the purchase of the Company's air carrier services in the ordinary course

Table of Contents

by the employer of each of our directors (other than Messrs. Smisek, Tilton, Heppner and Canale) who is actively employed, and determined that the amount of such purchases were immaterial in amount and significance, and did not impair the independence of such directors.

**Contributions to Non-Profit Organizations Affiliated with Directors.** Our Board considered the amounts of our contributions to charitable institutions or other non-profit organizations for which certain of our directors (other than Messrs. Smisek, Tilton, Heppner and Canale) serve as a director, trustee or fiduciary, and determined that these contributions, which in each of the past three years did not exceed the greater of \$1 million or 2% of the entity's consolidated gross revenues, were not material to those directors and did not impair their independence.

**Board Meetings**

The Board meets regularly on previously determined dates, and special meetings are scheduled when required. The Board held six meetings in 2012. During 2012, each of the nominees for our Board, other than Mr. Canale who is nominated and elected by the holder of the Class IAM Junior Preferred Stock, attended at least 75% of the sum of the total number of meetings of the Board and each Committee of which he or she was a member (during the period he or she was a member). As indicated above under "Corporate Governance Guidelines Annual Meeting Attendance," our directors are also expected to attend each Annual Meeting of Stockholders absent exceptional reasons.

Our non-management directors regularly meet separately in executive session without any members of management present. Our Corporate Governance Guidelines currently provide that the Lead Director shall preside over non-management director executive sessions. In addition, our Corporate Governance Guidelines require our independent directors to meet outside the presence of management at least twice per year, with the Lead Director also presiding over such sessions.

**Board Leadership Structure**

Our Board has the responsibility for selecting the appropriate leadership structure for the Company. In appointing Mr. Smisek as Chairman of the Board, the Board has concluded that the most effective leadership structure for the Company at the present time is for Mr. Smisek to serve as both Chairman of the Board and Chief Executive Officer. The Board made this determination in light of Mr. Smisek's service to the Company and varied experiences within the Company's industry, which enable him to bring to the Board a broad and uniquely well-informed perspective of the Company's business and operations, as well as substantial insight into the trends and opportunities that can affect the Company's future. In addition, the Board believes that having Mr. Smisek hold the joint Chairman of the Board and Chief Executive Officer role is an appropriate structure in that it promotes unified leadership and direction for the Company, allowing for a single, clear focus for management to execute the Company's strategy and business plans. The Board believes that Mr. Smisek is in the best position to focus the independent directors' attention on the issues of greatest importance to the Company and its stockholders. The Board also noted the appointment of Mr. Meyer, Chairman of the Nominating/Governance Committee, as the Lead Director and the substantial majority of the Board being comprised of independent directors in making their determination. For a discussion of the responsibilities of the Lead Director, please see "Corporate Governance Guidelines Lead Director" above. The Board believes that having a Lead Director as part of its leadership structure provides substantial independent oversight, promotes greater management accountability and ensures that directors have an independent contact on matters of concern to them. The Board believes this leadership model strikes an appropriate balance between consistent leadership and independent oversight.

Table of Contents

**Board Oversight of Risk Management**

Our Board considers effective risk oversight an important priority. As we consider risks in connection with virtually every business decision, the Board discusses risk throughout the year generally or in connection with specific proposed actions. The Board's approach to risk oversight includes understanding the critical risks in the Company's business and strategy, evaluating the Company's risk management processes, allocating responsibilities for risk oversight among the full Board and its Committees, and fostering an appropriate culture of integrity and compliance with legal and ethical responsibilities.

Our Board exercises its oversight of our risk management policies and practices primarily through its Committees, as described below, which regularly report back to the Board regarding their risk oversight activities.

The Audit Committee oversees the Company's risk assessment and risk management policies and strategies (taking into account the risk assessment and risk management policies and strategies managed through the Company's Finance Committee), including risks related to the Company's financial statements, the financial reporting process, accounting and certain legal and compliance matters. The Audit Committee also oversees the internal audit function and the Company's ethics and compliance program.

The Finance Committee oversees the Company's management of certain financial, operating, economic and hazard risks, including the Company's hedging strategies related to fuel, foreign currency and interest rates, various insurance programs and certain legal and regulatory matters.

The Compensation Committee periodically reviews the potential risks arising from our compensation policies, practices and programs, as well as risk-mitigating features and controls, to determine whether any such risks are material to us. In approving the 2012 compensation program design, the Compensation Committee engaged in discussions with its independent compensation consultant and management regarding any potential risks arising from our compensation programs, policies and practices. Compensation risk was assessed in the context of compensation program design, setting of performance targets, certifying performance against targets, compensation risk in the context of overall risk procedures and our broad-based compensation programs. Based on those discussions and a 2012 compensation risk assessment, the Compensation Committee determined that the structure of the Company's compensation policies, practices and programs in place at that time did not create any risks that were reasonably likely to have a material adverse effect on the Company. In reaching this determination, some of our compensation policies, practices and programs that were considered include: oversight by an independent compensation committee; our balance of base pay with short- and long-term incentives that reward both absolute and relative performance measures; use of multiple performance metrics to create a further balance of rewards; payout timing over multi-year and overlapping cycles; inclusion of equity incentives and stock ownership guidelines that discourage short-term risks that disadvantage long-term stock price; and securities trading policies that prohibit pledging and hedging of our securities, including our Common Stock.

The Nominating/Governance Committee periodically reviews the risks arising from our corporate governance policies and practices, including the structure and performance of our Board, its Committees and our individual directors.

The Public Responsibility Committee oversees social, political, safety and environmental issues that could pose significant risk to the Company's reputation, business or performance.

While the Board oversees risk management, the Company's management is charged with identifying and managing the risks. The Company has robust internal processes and a strong internal control environment to identify and manage risks and to communicate with the Board about these

Table of Contents

risks. These include an enterprise risk management program, an enterprise risk management committee, an ethics and compliance program, and comprehensive internal and external audit processes. Our Board receives periodic reports on each of these aspects of the Company's risk management process. In addition, the Board, through the Audit and Finance Committees, participates in the enterprise risk management process by providing feedback on management's identification and assessment of the key risks facing the Company.

**Communications with the Board**

Stockholders and other interested parties may contact the Board as a whole, or any individual member, by one of the following means: (i) writing to the Board of Directors, United Continental Holdings, Inc., c/o the Corporate Secretary's Office HDQLD, 233 S. Wacker Drive, Chicago, IL 60606; or (ii) emailing our Board at [UALBoard@united.com](mailto:UALBoard@united.com).

Stockholders may communicate with the Board on an anonymous or confidential basis. The Board has designated the General Counsel and the Corporate Secretary's Office as its agents for receipt of communications. All communications will be received, processed and initially reviewed by the Corporate Secretary's Office. The Corporate Secretary's Office generally does not forward communications that are not related to the duties and responsibilities of the Board, including junk mail, service complaints, employment issues, business suggestions, job inquiries, opinion surveys and business solicitations. The Corporate Secretary's Office maintains all communications and they are all available for review by any member of the Board at his or her request.

The Chairman of the Audit Committee is promptly advised of any communication that alleges management misconduct or raises legal, ethical or compliance concerns about Company policies and practices. The Chairman of the Audit Committee receives periodic updates from the Corporate Secretary's Office on other communications from stockholders and determines which of these communications to review, respond to, or refer to another member of the Board.

**Code of Ethics**

The Company has adopted a code of ethics, the "Ethics and Compliance Principles," for directors, officers (including the Company's principal executive officer, principal financial officer and principal accounting officer) and employees. The code serves as a "Code of Ethics" as defined by SEC regulations, and as a "Code of Business Conduct and Ethics" under the Listed Company Manual of the NYSE. The code is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Code of Conduct."

**Nominations for Directors**

As described below, our Nominating/Governance Committee identifies and recommends for nomination individuals qualified to be Board members, other than directors elected by holders of preferred stock of the Company. The Nominating/Governance Committee identifies directors through a variety of means, including suggestions from members of the Committee and the Board and suggestions from Company officers, employees and others. The Nominating/Governance Committee may retain a search firm to identify director candidates for Board positions (other than those elected by holders of shares of preferred stock of the Company). In addition, the Nominating/Governance Committee considers nominees for director positions suggested by stockholders.

Holders of Common Stock may submit director candidates for consideration (other than those elected by holders of preferred stock of the Company) by writing to the Chairman of the Nominating/Governance Committee, United Continental Holdings, Inc., c/o the Corporate Secretary's Office HDQLD, 233 S. Wacker Drive, Chicago, IL 60606. Stockholders must provide the recommended

Table of Contents

candidate's name, biographical data, qualifications and other information required by the Bylaws of the Company.

A candidate for election as a director of the Board (other than those elected by holders of preferred stock of the Company) should possess a variety of characteristics. Candidates for director recommended by stockholders must be able to fulfill the independence standards established by the Board as set forth in the listing standards of the NYSE, any other applicable rules or regulations, and in the Company's Corporate Governance Guidelines as outlined above under "Director Independence".

Although the Company does not have a formal policy on Board diversity, the Board seeks independent directors with diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. A candidate for director should have experience in positions with a high degree of responsibility and be selected based upon contributions he or she can make to the Board and upon his or her willingness to devote adequate time and effort to Board responsibilities. In making this assessment, the Nominating/Governance Committee will consider the number of other boards on which the candidate serves and the other business and professional commitments of the candidate. The candidate should also have the ability to exercise sound business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. No candidate is eligible for election or reelection as a director if at the time of such election he or she is 75 or more years of age, unless the Board affirmatively determines otherwise.

Submissions of candidates who meet the criteria for director nominees approved by the Board will be forwarded to the Chairman of the Nominating/Governance Committee for further review and consideration. The Nominating/Governance Committee reviews the qualifications of each candidate and makes a recommendation to the full Board. The Nominating/Governance Committee considers all potential candidates in the same manner and by the same standards regardless of the source of the recommendation and acts in its discretion in making recommendations to the full Board. Any invitation to join the Board (other than with respect to any director who is elected by holders of preferred stock of the Company) is extended by the entire Board through the Chairman of the Board or the Chairman of the Nominating/Governance Committee.

**Committees of the Board**

The Board has Audit, Compensation, Executive, Finance, Nominating/Governance and Public Responsibility Committees. The Audit Committee, Compensation Committee and Nominating/Governance Committee are comprised solely of independent directors. Below is a chart showing the

Table of Contents

current membership of each Committee and a summary of the functions performed by the Committees during 2012.

	COMMITTEE MEMBERSHIP				
	AUDIT	COMPENSATION	EXECUTIVE	FINANCE	NOMINATING/ GOVERNANCE/ PUBLIC RESPONSIBILITY
Stephen R. Canale					X
Carolyn Corvi	X			X	X
Jane C. Garvey					X*
James J. Heppner					X
Walter Isaacson		X		X	X
Henry L. Meyer III		X	X*		X*
Oscar Munoz	X*		X		
Laurence E. Simmons	X			X	X
Jeffery A. Smisek			X	X	
Glenn F. Tilton			X	X	
David J. Vitale	X		X	X*	
John H. Walker	X	X			X
Charles A. Yamarone		X*	X		

## Key:

X = Current Committee Assignment

\* = Chair

***Audit Committee***

The Company has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Audit Committee met eight times during 2012 and is comprised of five independent members as defined by the applicable NYSE and SEC standards. The Board has determined that each of the Audit Committee members is financially literate, and that each of Messrs. Munoz, Vitale and Walker qualifies as an audit committee financial expert as defined by SEC regulations. The Audit Committee has a written charter adopted by the Board, which is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Audit" under the heading "Committee Charters."

The purpose of the Audit Committee is to: (i) oversee the accounting and financial reporting processes of the Company and audits of the Company's financial statements; (ii) assist the Board in fulfilling its responsibility to oversee (a) the integrity of the Company's financial statements and the adequacy of the Company's system of disclosure controls and internal controls over financial reporting; (b) the Company's compliance with legal and regulatory requirements and ethical standards; (c) the outside auditors' qualifications and independence; and (d) the performance of the Company's internal audit function and outside auditors; (iii) provide an open avenue of communication between the outside auditors, the internal auditors, management and the Board; and (iv) prepare an audit committee report as required by the SEC, which is set forth in this proxy statement under "Audit Committee Report."

In discharging its duties, the Audit Committee has the authority to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Audit Committee can form and delegate authority to subcommittees. It also has the authority, without further Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.



Table of Contents

*Compensation Committee*

The Compensation Committee met seven times during 2012 and has a written charter adopted by the Board, which is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Compensation" under the heading "Committee Charters." All four members of the Compensation Committee are independent as defined by the NYSE's applicable listing standards.

The Compensation Committee is responsible for: (i) overseeing the administration of the Company's compensation plans (other than plans covering only directors of the Company), including the equity-based plans and executive compensation programs of the Company; (ii) discharging the Board's responsibilities relating to the evaluation and compensation of the Company's officers; (iii) preparing the compensation committee report required by the SEC to be included in the annual proxy statement, which is set forth in this proxy statement under "Executive Compensation - Compensation Committee Report"; and (iv) reviewing and discussing with management the Compensation Discussion and Analysis ("CD&A"), and based on such discussions, determining whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement or Form 10-K, as applicable. The Compensation Committee also reviews and makes recommendations to the Board with respect to the adoption (or submission to stockholders for approval) or amendment of such executive compensation plans and all equity-based compensation plans. Furthermore, the Compensation Committee exercises the powers and performs the duties, if any, assigned to it from time to time under any compensation or benefit plan of the Company or any of its subsidiaries.

The Compensation Committee performs a review, at least annually, of the goals and objectives for the CEO as set by the Nominating/Governance Committee. The Compensation Committee has the sole authority to set the CEO's compensation based on this evaluation and the Company's compensation philosophy. The Compensation Committee also reviews and approves at least annually the compensation of each other executive officer of the Company and the designated senior officers of its subsidiaries. The Compensation Committee oversees the annual performance evaluation process of the executive officers of the Company (other than the CEO).

The Compensation Committee has delegated to the CEO the authority to grant stock awards to eligible participants (other than executive officers of the Company), the interpretative authority under the Company's incentive compensation plans for interpretations and determinations relating to the grant of stock awards to such eligible participants and the modification of the terms of such a participant's award following termination of employment. Additionally, the CEO makes recommendations to the Compensation Committee regarding the compensation of the officers who report directly to him. His recommendations are based on input from the Executive Vice President, Human Resources and Labor Relations, the Vice President, Human Resources and the Compensation Committee's independent compensation consultant. The Compensation Committee has the authority to review, approve and revise these recommendations as it deems appropriate.

The Compensation Committee has the sole authority to retain and terminate any compensation consultant hired to assist in the evaluation of the compensation of the CEO, other officers of the Company and the designated senior officers of the Company's subsidiaries, including sole authority to approve compensation consultant fees and other terms of engagement. It has the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal and external legal, accounting or other advisors as it deems advisable. The Compensation Committee is responsible for determining the scope of the executive compensation services provided by any consultant, including its fees.

Table of Contents

*Role of Compensation Consultant in Determining Executive Compensation*

The Compensation Committee has retained Exequity LLP ("Exequity") as its independent compensation consultant since November 2010. Exequity served as the compensation consultant to the Continental Human Resources Committee prior to the Merger. A representative of Exequity regularly attends Compensation Committee meetings, participates in discussions regarding executive compensation issues, and, from time to time and in connection with the setting of incentive compensation targets, makes executive compensation recommendations to the Compensation Committee based on available marketplace compensation data for U.S. peer airlines and certain non-airline companies with comparable revenue and other characteristics. Exequity reports exclusively to the Compensation Committee and does not provide any additional services to the Company.

In November 2010, the Compensation Committee also adopted a conflict of interest policy governing the relationship with this compensation consultant in order to ensure objectivity and minimize the potential for conflicts of interest in the delivery of executive compensation advice. The policy establishes management's obligation to report periodically to the Compensation Committee the scope and amount of work being performed by the consultant or its affiliates for the Company. The policy also specifies that the consultant reports directly to the Compensation Committee and has direct access to the Committee through its Chairman (or in the case of services being provided to the Board, through the Lead Director). The policy prohibits the consultant from soliciting business from the Company other than work on behalf of the Compensation Committee or the Board and requires the consultant to develop policies and procedures to prevent any employee of the consultant who advises the Compensation Committee or the Board from discussing such services with other employees of the consultant who currently provide other services to the Company or who were providing other services during the prior year. The Compensation Committee has assessed the independence of Exequity pursuant to SEC rules and concluded that Exequity's work for the Compensation Committee does not raise any conflict of interest.

*Executive Committee*

The Executive Committee met five times during 2012 and has a written charter adopted by the Board, which is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Executive" under the heading "Committee Charters." The Executive Committee is authorized to exercise all the powers of the Board, subject to certain limitations, in the management of the business and affairs of the Company, excluding any powers granted by the Board, from time to time, to any other Committee of the Board.

*Finance Committee*

The Finance Committee met five times during 2012 and has a written charter adopted by the Board, which is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Finance" under the heading "Committee Charters." The Finance Committee is responsible for, among other things: (i) reviewing financial plans and budgets and cash management policies and activities; (ii) evaluating and advising the Board on any proposed merger or consolidation, or any significant acquisition or disposition of assets; (iii) evaluating and advising the Board on business opportunities and financing transactions; (iv) evaluating capital structure and recommending certain proposed issuances of securities; and (v) reviewing strategies relating to financial, operating, economic or hazard risk.

*Nominating/Governance Committee*

All four members of the Nominating/Governance Committee are independent as defined by the NYSE's applicable listing standards. The Nominating/Governance Committee met six times during 2012

Table of Contents

and has a written charter adopted by the Board, which is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Nominating/Governance" under the heading "Committee Charters."

The Nominating/Governance Committee is responsible for, among other things: (i) identifying, evaluating and recommending for nomination individuals qualified to be Board members, other than directors elected by holders of preferred stock of the Company; (ii) developing, recommending and periodically reviewing the Company's Corporate Governance Guidelines and overseeing corporate governance matters; (iii) evaluating the CEO's performance and reviewing and overseeing the Company's succession planning process for executive officers, including the CEO; (iv) coordinating an annual evaluation of the Board and its Committees; and (v) reviewing and making recommendations to the Board with respect to director compensation. In discharging its duties, the Nominating/Governance Committee has the authority to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Nominating/Governance Committee can form and delegate authority to subcommittees.

The Nominating/Governance Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other terms of engagement. It also has the authority, without further Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.

***Public Responsibility Committee***

The Public Responsibility Committee met three times during 2012 and has a written charter adopted by the Board, which is available on the Company's website, [www.ir.united.com](http://www.ir.united.com), by following the links "Governance" and selecting "Public Responsibility" under the heading "Committee Charters."

The Public Responsibility Committee is responsible for oversight of: (i) the Company's policies, positioning and practices concerning broad public policy issues, including those that relate to safety (including workplace safety and security); environmental affairs; political and governmental policies; consumer affairs; civic activities and business practices that impact communities in which the Company does business; and charitable, political, social and educational organizations; (ii) management's identification, evaluation and monitoring of the social, political and environmental trends, issues and concerns, domestic and international, that affect or could affect the Company's reputation, business activities and performance or to which the Company could make a meaningful contribution; and (iii) the Company's general philosophy regarding diversity, including, without limitation, employee diversity and supplier diversity, as it relates to Company policies and practices.

**Compensation Committee Interlocks and Insider Participation**

Our executive compensation programs are administered by the Compensation Committee of the Board. The Compensation Committee is currently composed of Messrs. Yamarone, Isaacson, Meyer and Walker, each of whom is an independent, non-management director, and no member of the Committee has ever been an officer or employee of the Company or any of its subsidiaries. None of our executive officers has served as a member of any board of directors or compensation committee of any other company for which any of our directors served as an executive officer at any time since January 1, 2012.

Table of Contents

**Certain Relationships and Related Transactions**

***Review, Approval or Ratification of Transactions with Related Persons***

The Board recognizes that transactions involving the Company and related parties present a heightened risk of conflicts of interest. In order to ensure that the Company acts in the best interest of its stockholders, the Board has adopted a written policy for the review and approval of any Related Party Transaction (as defined below). It is the policy of the Company that any Related Party Transaction must be approved or ratified by the Audit Committee or, if the Board determines that a transaction should instead be reviewed by all of the disinterested directors on the Board, by a majority of the disinterested directors on the Board. No director is permitted to participate in the review or approval of a Related Party Transaction if such director or his or her immediate family member is a Related Party (as defined below). In reviewing a proposed transaction, the Audit Committee or the disinterested directors must (i) satisfy themselves that they have been fully informed as to the Related Party's relationship and interest and as to the material facts of the proposed transaction, (ii) consider all of the relevant facts and circumstances available to them, including but not limited to: the benefits to the Company, the impact on a director's independence, the availability of other sources for comparable products or services, the terms of the transaction, and the terms available to unrelated third parties or to employees generally, and (iii) determine whether or not the proposed transaction is fair to the Company and is not inconsistent with the best interests of the Company and its stockholders.

If the Company enters into a transaction that (i) the Company was not aware constituted a Related Party Transaction at the time it was entered into but which it subsequently determines is a Related Party Transaction, or (ii) did not constitute a Related Party Transaction at the time such transaction was entered into but thereafter becomes a Related Party Transaction, then in either such case the Related Party Transaction shall be presented for ratification by the Audit Committee or a majority of the disinterested directors on the Board. If such Related Party Transaction is not ratified by the Audit Committee or a majority of the disinterested directors, then the Company shall take all reasonable actions to attempt to terminate the Company's participation in the transaction.

As set forth in the policy, a "Related Party Transaction" is a transaction (including any financial transaction, arrangement or relationship (including an indebtedness or guarantee of indebtedness)), or series of similar transactions, or any material amendment to any such transaction, in which:

- (a) the aggregate amount involved is or is expected to exceed \$120,000,
- (b) a Related Party had, has or will have a direct or indirect material interest (other than solely as a result of being a director, limited partner or less than 10% beneficial owner (together with all other Related Parties) of another entity that is party to the transaction), and
- (c) the Company is a participant.

For purposes of this definition, a "Related Party" means (i) an executive officer of the Company, (ii) a director of the Company or nominee for director of the Company, (iii) a person (including an entity or group) known to the Company to be the beneficial owner of more than 5% of any class of the Company's voting securities, or (iv) an individual who is an immediate family member of an executive officer, director, nominee for director or 5% stockholder of the Company.

***Related Party Transactions***

The Company did not enter into any Related Party Transactions (as defined above) during 2012. Further, management reviewed with the Audit Committee any transactions since January 1, 2012 involving a "related person" identified in the annual director and officer questionnaire responses or otherwise known to the Audit Committee or the Company. None of these transactions was required to be disclosed as a "related person transaction" pursuant to the SEC's rules.

Table of Contents**BENEFICIAL OWNERSHIP OF SECURITIES****Certain Beneficial Owners**

The following table shows the number of shares of our voting securities owned by any person or group known to us as of April 1, 2013, to be the beneficial owner of more than 5% of any class of our voting securities.

<b>Name and Address of Beneficial Owner</b>	<b>Title of Class</b>	<b>Amount and Nature of Ownership</b>	<b>Percent of Class(1)</b>
T. Rowe Price Associates, Inc.(2) 100 E. Pratt Street Baltimore, MD 21202	Common Stock	47,108,318	14.0%
Wellington Management Company, LLP(3) 280 Congress Street Boston, MA 02210	Common Stock	28,629,501	8.6%
Janus Capital Management LLC(4) 151 Detroit Street Denver, CO 80206	Common Stock	27,842,601	8.4%
FMR LLC(5) 82 Devonshire Street Boston, MA 02109	Common Stock	25,880,546	7.7%
Capital Research Global Investors(6) 333 South Hope Street Los Angeles, CA 90071	Common Stock	23,814,265	7.1%
Capital World Investors(7) 333 South Hope Street Los Angeles, CA 90071	Common Stock	23,734,134	7.1%
Blackrock Inc.(8) 40 East 52 <sup>nd</sup> Street New York, NY 10022	Common Stock	19,226,268	5.8%
United Airlines Pilots Master Executive Council, Air Line Pilots Association, International(9) 9550 West Higgins Road, Suite 1000 Rosemont, IL 60018	Class Pilot MEC Junior Preferred Stock	1	100%
International Association of Machinists and Aerospace Workers(9) District #141 900 Machinists Place Upper Marlboro, MD 20722	Class IAM Junior Preferred Stock	1	100%

(1) Percentage of class of voting securities reported as of December 31, 2012.

(2) Based on Schedule 13G/A (Amendment No. 1) filed on February 11, 2013 in which T. Rowe Price Associates, Inc. reported sole voting power for 14,124,127 shares and sole dispositive power for 47,108,318 shares. According to Amendment No. 1, T. Rowe Price Associates, Inc. is a registered investment adviser.

Table of Contents

- (3) Based on Schedule 13G/A (Amendment No. 2) filed on February 14, 2013 in which Wellington Management Company, LLP, an investment adviser, reported shared voting power for 25,596,968 shares and shared dispositive power for 28,629,501 shares. Wellington Management Company, LLP reported that, in its capacity as an investment adviser, it may be deemed to beneficially own 28,629,501 shares which are held of record by its clients.
- (4) Based on Schedule 13G/A (Amendment No. 2) filed on February 14, 2013 in which Janus Capital Management LLC reported sole voting power and sole dispositive power for 27,534,375 shares and shared voting power and shared dispositive power for 308,226 shares. Janus Capital Management LLC reported its direct ownership of a 95.67% stake in INTECH Investment Management and a 77.8% stake in Perkins Investment Management LLC. Janus Capital Management LLC, INTECH Investment Management and Perkins Investment Management LLC are registered investment advisers furnishing investment advice to various investment companies and their beneficial holdings are aggregated for purposes of the shares reported in the table above. Janus Capital Management LLC also reported that as a result of INTECH Investment Management's role as investment adviser or sub-adviser to several investment companies, it may be deemed to beneficially own 307,700 shares. Janus Capital Management LLC also reported that as a result of Perkins Investment Management LLC's role as investment adviser or sub-adviser to several investment companies, it may be deemed to beneficially own 526 shares.
- (5) Based on Schedule 13G/A (Amendment No. 8) filed on February 14, 2013 in which FMR LLC reported sole dispositive power for 25,880,546 shares. According to Amendment No. 8, FMR LLC, the parent holding company of Fidelity Management & Research Company, a wholly owned registered investment adviser, and Mr. Edward C. Johnson 3d, Chairman of FMR LLC, may be deemed to beneficially own the shares reported in the table above. FMR LLC reported sole dispositive power for 25,880,546 shares, and Mr. Johnson reported sole dispositive power for 25,879,706 shares. Amendment No. 8 also reported that Fidelity Management & Research Company beneficially owned 25,879,706 shares as a result of acting as an investment adviser for various investment companies (the "Fidelity Funds"). Fidelity Management & Research Company exercises the sole power to vote the shares beneficially owned by the Fidelity Funds pursuant to written guidelines established by the board of trustees of each Fidelity Fund.
- (6) Based on Schedule 13G filed on February 13, 2013 in which Capital Research Global Investors reported sole voting power for 20,888,500 shares and sole dispositive power for 23,814,265 shares. Capital Research Global Investors is a registered investment adviser and a division of Capital Research and Management Company. Capital Research Global Investors reported that it is deemed to be the beneficial owner of the shares reported in the table above as a result of Capital Research and Management acting as investment adviser to various investment companies.
- (7) Based on Schedule 13G/A (Amendment No. 4) filed on February 13, 2013 in which Capital World Investors reported sole voting power for 21,451,981 shares and sole dispositive power for 23,734,134 shares. According to Amendment No. 4, Capital World Investors is a registered investment adviser and a division of Capital Research and Management Company. Capital World Investors reported that it is deemed to be the beneficial owner of the shares reported in the table above as a result of Capital Research and Management Company acting as investment adviser to various investment companies.
- (8) Based on Schedule 13G filed on January 30, 2013 in which Blackrock Inc. reported sole voting and sole dispositive power for 19,226,268 shares. According to the Schedule 13G, Blackrock Inc. is a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (9) Shares of Class Pilot MEC and Class IAM stock elect one ALPA and IAM director, respectively, and have one vote on all matters submitted to the holders of Common Stock other than the election of directors.

Table of Contents**Directors and Executive Officers**

The following table shows the number of shares of our voting securities owned by our named executive officers, our directors, and all of our executive officers and directors as a group as of April 1, 2013. The person or entities listed below have sole voting and investment power with respect to all shares of our Common Stock beneficially owned by them, except to the extent this power may be shared with a spouse.

<b>Name of Beneficial Owner</b>	<b>Title of Class</b>	<b>Amount and Nature of Ownership</b>	<b>Percent of Class</b>
Michael P. Bonds	Common Stock	57,430	*
Stephen R. Canale	Common Stock	0	*
James E. Compton	Common Stock	89,069	*
Carolyn Corvi	Common Stock	12,401(1)	*
Jane C. Garvey	Common Stock	0	*
James J. Heppner	Common Stock	11	*
Walter Isaacson	Common Stock	10,000	*
Peter D. McDonald	Common Stock	177,638(2)	*
Henry L. Meyer III	Common Stock	44,426(3)	*
Oscar Munoz	Common Stock	36,026(4)	*
John D. Rainey	Common Stock	56,353	*
Zane C. Rowe	Common Stock	9,089	*
Laurence E. Simmons	Common Stock	15,551(5)	*
Jeffery A. Smisek	Common Stock	435,909	*
Glenn F. Tilton	Common Stock	582,889(6)	*
David J. Vitale	Common Stock	10,000	*
John H. Walker	Common Stock	6,000	*
Charles A. Yamarone	Common Stock	35,764(7)	*
Directors and Executive Officers as a Group (22 persons)	Common Stock	1,786,660	*

\*  
Less than 1% of outstanding shares.

- (1) Includes 7,875 options to purchase shares of our Common Stock at \$17.67 per share.
- (2) Includes 43,867 options to purchase shares of our Common Stock at \$34.18 per share, 43,868 options to purchase shares of our Common Stock at \$35.91 per share, and 43,868 options to purchase shares of our Common Stock at \$35.65 per share.
- (3) Includes 5,250 options to purchase shares of our Common Stock at \$17.03 per share, 5,250 options to purchase shares of our Common Stock at \$12.39 per share, 5,250 options to purchase shares of our Common Stock at \$22.50 per share, 5,250 options to purchase shares of our Common Stock at \$32.48 per share, 7,875 options to purchase shares of our Common Stock at \$11.87 per share and 7,875 options to purchase shares of our Common Stock at \$8.79 per share.
- (4) Includes 5,250 options to purchase shares of our Common Stock at \$11.58 per share, 5,250 options to purchase shares of our Common Stock at \$22.50 per share, 5,250 options to purchase shares of our Common Stock at \$32.48 per share, 7,875 options to purchase shares of our Common Stock at \$11.87 per share and 7,875 options to purchase shares of our Common Stock at \$8.79 per share.
- (5) Includes 7,875 options to purchase shares of our Common Stock at \$14.25 per share.
- (6) Includes 164,400 options to purchase shares of our Common Stock at \$34.18 per share, 164,400 options to purchase shares of our Common Stock at \$35.91 per share and 164,400 options to purchase shares of our Common Stock at \$35.65 per share.
- (7)

## Edgar Filing: United Continental Holdings, Inc. - Form PRE 14A

Includes 5,250 options to purchase shares of our Common Stock at \$28.20 per share, 5,250 options to purchase shares of our Common Stock at \$22.50 per share, 5,250 options to purchase shares of our Common Stock at \$32.48 per share, 7,875 options to purchase shares of our Common Stock at \$11.87 per share and 7,875 options to purchase shares of our Common Stock at \$8.79 per share.



Table of Contents**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of our Common Stock to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities. Such executive officers, directors and beneficial owners are required by SEC regulation to furnish us with copies of all Section 16(a) forms filed by such reporting persons. Based solely on a review of such reports filed by or on behalf of such persons in this regard and written representations from them, we believe that all Section 16(a) reporting requirements were timely fulfilled during 2012, other than with respect to a Form 4 filing for Jeffrey Foland in connection with the vesting of a restricted stock unit award, which was not filed in a timely manner due to an administrative error by the Company.

**Equity Compensation Plan Information**

The following table sets forth information as of December 31, 2012 regarding the number of shares of our Common Stock that may be issued under the Company's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders			
Options	3,003,912		
Restricted Stock Units	4,231,193		
Subtotal	7,235,105(1) \$	12.81(2)	4,839,390(3)
Equity compensation plans not approved by security holders	1,602,922(4) \$	15.77	3,280,744(5)
Total	8,838,027 \$	13.35	8,120,134

- (1) In addition to this amount, the Company has issued 772,374 restricted shares that were not vested as of December 31, 2012. These nonvested restricted shares are included in the total number of outstanding shares at December 31, 2012. All stock-based compensation plans, including the stock-based compensation plans that were not approved by security holders, are discussed in Note 7 Share-Based Compensation Plans of the Combined Notes to the Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.
- (2) Includes restricted stock units with an exercise price of \$0. The weighted average exercise price of options is \$30.85.
- (3) Includes 27,686 shares available under the Director Equity Incentive Plan and 4,811,704 shares available under the 2008 Incentive Compensation Plan.
- (4) Represents shares issuable pursuant to stock options assumed in connection with the Merger, including stock options outstanding under the following pre-Merger plans: Continental Airlines, Inc. 1997 Incentive Plan (10,500 shares); Continental Airlines, Inc. 1998 Incentive Plan (42,000 shares); Continental Airlines, Inc. Incentive Plan 2000 (378,236 shares); Continental Airlines, Inc. 2005 Broad Based Employee Stock Option Plan (9,398 shares); Continental Airlines, Inc. 2005 Pilot Supplemental Option Plan (537,249 shares); and United Continental Holdings, Inc. Incentive Plan 2010 (the "Incentive Plan 2010") (625,539 shares).

(5)

Represents 3,280,744 shares available under the Incentive Plan 2010.

Table of Contents

**Incentive Plan 2010**

The Incentive Plan 2010 was adopted by the Board of Directors of Continental in December 2009 and approved by Continental stockholders in 2010, and was assumed by the Company in connection with the Merger on October 1, 2010. Stock options outstanding prior to the Merger will vest on their original vesting schedule or earlier if the holder experiences an involuntary termination within two years of the Merger closing date. The Incentive Plan 2010 provides for the grant of non-qualified stock options, incentive stock options, stock appreciation rights ("SARs"), restricted stock awards, performance awards, incentive awards and other stock awards. Employees who were employed by United prior to the Merger closing date are not eligible to receive grants of equity-based awards under the Incentive Plan 2010.

The Incentive Plan 2010 is administered by the Compensation Committee with respect to awards made to persons subject to Section 16 of the Exchange Act, and by the Compensation Committee or the Chief Executive Officer with respect to awards made to persons who are not subject to Section 16 of the Exchange Act, unless the Incentive Plan 2010 otherwise specifies that the Compensation Committee will take specific action or the Compensation Committee specifies that it will serve as administrator.

Subject to adjustment for changes in capitalization, the aggregate number of shares which may be granted under the Incentive Plan 2010 is not to exceed 3,937,500 shares (which reflects the adjustment based on the exchange ratio that applied in connection with the Merger). To the extent that an award lapses, is terminated or is forfeited, or an award is paid in cash such that all or some of the shares of Common Stock covered by the award are not issued to the holder, any such forfeited or unissued shares of Common Stock then subject to such award will be added back to the number of shares available for issuance under the plan. No awards may be granted under the Incentive Plan 2010 after November 30, 2019.

The exercise price for all stock options and SARs under the Incentive Plan 2010 may not be less than the fair market value of a share of Common Stock on the date of grant. Stock options and SARs may not be exercisable after the expiration of 10 years following the date of grant. Performance awards and incentive awards may be granted in the form of restricted stock units or such other form as determined by the plan administrator.

Vesting and exercisability of awards may be based on continued employment, the satisfaction of certain performance measures, such other factors as the administrator may determine, or a combination of such factors. Awards granted under the Incentive Plan 2010 that vest based solely on the continued employment of the holder may not become exercisable or vest in full in less than three years from the date of grant, and awards that are based on the satisfaction of performance measures are subject to a minimum waiting period for vesting or exercise of one year from the date of grant. However, awards that have conditions related to both time and performance measures may vest or become exercisable upon the earlier satisfaction of the performance measures, subject to the one-year waiting period. The exercisability and vesting requirements set forth above are not applicable to: (i) acceleration of exercisability or vesting upon the death, disability or retirement of the holder and upon certain other terminations as provided pursuant to any employment agreement entered into prior to December 1, 2009; (ii) acceleration of exercisability or vesting upon a change in control or certain other corporate changes affecting the Company; and (iii) grants of awards made in payment of other earned cash-based incentive compensation. In addition, the plan administrator has the discretion to grant an award that does not contain the minimum exercisability and vesting requirements provided that the aggregate number of shares that may be subject to such awards may not exceed 5% of the aggregate maximum number of shares that may be issued pursuant to the plan.

Table of Contents

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

*Executive Summary*

Our 2012 accomplishments continue to advance us toward our goal of creating the world's leading airline the airline that customers want to fly, co-workers want to work for, and investors want to invest in. We made significant progress in our Merger integration during 2012, despite substantial challenges. Below are 2012 financial and operational highlights, significant recent accomplishments, and noteworthy linkages to our compensation programs.

We recorded pre-tax income of \$599 million for 2012, excluding special items<sup>(1)</sup>, compared to pre-tax income of \$1.3 billion, excluding special items, for 2011. This performance resulted in payments under our 2012 Annual Incentive Program awards between the entry and target levels, compared to 2011 performance which resulted in payments at the stretch level under the 2011 awards. Substantially all of our co-workers participated in profit sharing plans in 2012, which paid 15% of total pre-tax profit to eligible employees (excluding our officers, who are not eligible to receive profit sharing).

We incurred approximately \$739 million of Merger-related costs in 2012 and expect this amount to decrease significantly in 2013 to approximately \$250 million. When the integration is complete and synergy benefits are fully realized, we expect the Merger to deliver \$1.0 billion to \$1.2 billion in net annual synergies on a run rate basis. Sixty percent of the incentive opportunity under the Merger incentive awards granted in 2011 is linked to achievement of such synergies by December 31, 2013. Many factors could affect the total amount or timing of the Merger expenses and synergies, and many of those items are, by their nature, difficult to estimate accurately.<sup>(2)</sup> In 2012, the Company achieved approximately \$715 million of total synergies, comprised of cost and revenue synergies.

In March 2012, we converted to a single passenger service system ("PSS"), a single website (united.com) and a single loyalty program (MileagePlus). This was the largest technology conversion in airline history and marked a key milestone in our Merger integration. While the conversion experienced challenges, it was successful and the combined systems and programs allow us to move forward in achieving our Merger synergies and developing our combined business product. Ten percent of the incentive opportunity under the Merger Performance Incentive Awards granted in 2011 was linked to achievement of each of the PSS milestone and the loyalty program milestone, and these portions of the award were paid in 2012.

We made progress bringing our work groups together and in November 2012 achieved our first joint collective bargaining agreement ("JCBA") with our approximately 10,000 pilots represented by the Air Line Pilots Association, International ("ALPA"). Ten percent of the incentive opportunity under the Merger Performance Incentive Awards granted in 2011 is linked to achievement of at least two JCBA's prior to December 31, 2013. We continue to work toward achieving competitive JCBA's with our remaining union-represented workgroups.

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(1) See "Item 6. Selected Financial Data Reconciliation of GAAP to non-GAAP Financial Measures" in the Company's Form 10-K for the year ended December 31, 2012 (the "2012 Form 10-K") for information on these special items, which consisted primarily of integration-related costs. Unless otherwise indicated, references to net income and earnings exclude such special items.

(2) See Notes 1 and 21 to the financial statements included in "Item 8. Financial Statements and Supplementary Data" and "Item 1A. Risk Factors" in the Company's 2012 Form 10-K for additional information on the Merger.



Table of Contents

We continue to invest in our future through investment in our products and our people. In 2012, we announced an order to purchase 100 Boeing 737 MAX 9 aircraft and 50 Boeing 737-900ER aircraft for delivery beginning in 2013. These new aircraft will allow us to replace older, less-efficient aircraft to reduce fuel and operating costs, enhance the customer experience and maximize network opportunities. We also took delivery of six Boeing 787-8 Dreamliners in 2012, and launched our first commercial 787 flight in early November 2012. During 2012, we also took delivery of 19 Boeing 737-900ERs, and removed from service 19 Boeing 737-500s, one Boeing 757-200 and three Boeing 767-200s.

Following a challenging summer of 2012, we have taken aggressive correctional measures and significantly improved our operational reliability. As a result of these actions, our domestic on-time arrivals have averaged above our 80% target for the seven months ended March 31, 2013. We achieved greater than 80% on-time arrivals for our domestic mainline operations in January, February and March 2013, and we achieved greater than 80% on-time arrivals for our international mainline operations in January and February 2013, marking our best first quarter operational performance since 2003.

Key 2013 initiatives include delivering operational reliability, delivering great customer service, and achieving our financial goals, including a target goal of achieving a return on invested capital in excess of 10%. In addition to the pre-tax income performance measure, the Compensation Committee has included a customer satisfaction metric as a component to the 2013 Annual Incentive Program awards, and our broad-based co-workers are eligible to receive 2013 quarterly cash incentive opportunities based on achieving United Customer Satisfaction scores.

A number of these financial and operational highlights are directly tied to performance under our executive compensation program awards, and specific links to our Annual Incentive Program awards and the Merger Performance Incentive Awards are noted above. Our 2012 executive compensation award structure paralleled the design first implemented in 2011, and our compensation philosophy continues to be based on achieving the following objectives:

aligning the interests of our stockholders and executives,

linking executive pay to performance, and

attracting, retaining and appropriately rewarding our executives in line with market practices.

The 2012 executive compensation programs were designed to directly link compensation opportunities to the financial performance metrics that we believe are the best measures of success in our business: annual pre-tax income, long-term pre-tax margin performance relative to our industry peers, return on invested capital ("ROIC") relative to our cost of capital, and our stock price performance. The Compensation Committee also designed and granted one-time Merger Performance Incentive Awards in 2011 to motivate executives to achieve key Merger milestones on a timely basis and to achieve Merger revenue and cost synergies, as communicated to stockholders, within a three year performance period following the Merger. For 2013, the Compensation Committee added customer satisfaction as an additional performance metric under our annual incentive awards.

***Tight Linkage Between Performance and Executive Pay***

The compensation opportunities of our executives are directly tied to the performance of the Company. Our pay-for-performance philosophy is demonstrated by the following elements of our executive compensation program for 2012:

Approximately 92% of our CEO's 2012 total targeted pay was tied to Company performance, and an average of approximately 77% of our other named executive officers' total targeted pay

Table of Contents

in 2012 was composed of incentives tied to Company performance. The charts below show the allocation of 2012 targeted pay across base salary, the annual incentive award, and the long-term incentive awards for our CEO and for our other named executive officers in the 2012 Summary Compensation Table.<sup>(3)</sup>

In 2012, our long-term incentives continued to represent the single largest component of our named executive officers' targeted pay, representing approximately 80% of total targeted pay for our CEO and an average of approximately 47% of total targeted pay for our other named executive officers.

Our 2012 awards are directly tied to the performance metrics that we believe are the best measures of our financial success and that will lead to value for our stockholders: annual profitability, long-term relative pre-tax margin performance (measured on a relative basis versus our industry peers), ROIC, and stock price performance.

Our performance metrics are largely focused on absolute performance goals. We balance these absolute goals with a relative performance goal that measures our long-term pre-tax margin as compared to our industry peers. This structure motivates a focus on performance versus our financial plan and as compared to our peers.

The value of two-thirds of our 2012 long-term incentive awards is tied to our stock price performance, which links executives' pay directly to the creation of value for our stockholders. The value of our 2011 Merger Performance Incentive Awards is also directly linked to our stock price.

***Our Executive Compensation Governance Practices***

Our executive compensation policies and practices include the following features, which illustrate our commitment to the principles stated above:

A significant majority of the targeted value of our named executive officers' pay is contingent on Company performance.

We utilize multiple performance metrics to motivate and reward achievements that we believe are complementary of one another and that contribute to the long-term creation of stockholder value.

(3)

The chart of targeted compensation for our other named executive officers represents our officers other than our CEO who are named in the 2012 Summary Compensation Table and who were continuing officers at year-end.



Table of Contents

We utilize performance measures that emphasize absolute performance goals, which provide the primary links between incentive compensation and the Company's business strategy and financial results, while providing balance through relative performance goals, which measure Company performance in comparison to an industry peer group.

Our annual incentive awards, long-term relative performance awards and Performance-Based RSUs include a limit on the maximum payout opportunities.

The Compensation Committee is comprised solely of independent directors and approves all compensation for our Section 16 reporting officers.

The Compensation Committee has retained an independent compensation consultant, who provides services directly to the Compensation Committee, and has adopted an "Independent Executive Compensation Consultant Conflict of Interest Policy," compliance with which is regularly monitored by the Compensation Committee.

Pay is targeted at market median levels.

Our peer group for compensation benchmarking purposes was carefully selected to include well-run companies in general industry, with a primary focus on airlines, aerospace and transportation companies; companies of similar revenue size (i.e., 0.5-2.0 times UAL's revenue); and the four largest U.S.-based airlines. At the time of the benchmarking review for 2012 compensation decisions, data was obtained from the then most recent proxy statements of our peer group companies (in most cases, the 2011 proxy statement, reflecting 2010 pay data). In this review, the peer group had median annual revenue of approximately \$26 billion and the Company's annual revenue at the time of the review was estimated at approximately \$36 billion.

All long-term incentives granted since 2011 have "double trigger" vesting provisions, such that a change-in-control transaction alone will not cause immediate vesting of the awards.

Our executives are subject to a securities trading policy and stock ownership guidelines ranging from two to five times base salary.

Our securities trading policy prohibits pledging and hedging Company securities.

Company policy prohibits excise tax indemnity for any future change-in-control.

Our programs include clawback provisions, requiring the return of incentive payments in certain financial restatement situations.

No annual incentives are paid unless co-workers receive a profit-sharing payment for the year.

Our executive pay program has been designed with features to mitigate against the risk of inappropriate behavior.

We have adopted an annual policy for our say-on-pay vote as recommended by our stockholders at our 2011 annual meeting.

We regularly communicate with our investors regarding our performance based incentive awards, particularly the linkage between our compensation program and our return on invested capital.

Table of Contents

***Philosophy and Objectives of Our Executive Compensation Program for 2012***

Our 2012 executive compensation philosophy continued to be defined by the three main objectives stated above: (1) aligning the interests of our stockholders and executives; (2) linking executive pay to performance; and (3) attracting, retaining and appropriately rewarding our executives in line with market practices.

***Aligning the interests of our stockholders and executives.*** Our 2012 executive compensation program elements were aligned with the interests of our stockholders by linking our incentive compensation performance metrics to the following key indicators of the Company's financial performance: annual pre-tax income; long-term pre-tax margin performance relative to our industry peers; and ability to achieve a ROIC that exceeds our cost of capital. A portion of the value of our long-term incentive awards is in the form of restricted share awards and restricted stock unit awards which provide a direct link to our stock value.

Furthermore, we believe that our executives should have a financial stake in our long-term success. As described in greater detail below, the Compensation Committee adopted stock ownership guidelines in 2011 that require covered executive officers, including the named executive officers, to maintain a stake in the long-term success of our business. In addition, the Company's Securities Trading Policy prohibits speculative and derivative trading and short selling by all officers. The policy further prohibits pledging Company securities and hedging transactions with respect to Company securities. We believe these requirements, coupled with our long-term incentive program, effectively align the interests of our executives with those of our stockholders and motivate the creation of long-term stockholder value.

Our broad-based employee incentive opportunities also are designed to further our objective of aligning the interests of our co-workers with those of our stockholders and customers. Our profit sharing plans provide eligible co-workers with incentives that are aligned with the interests of our stockholders through payout opportunities based on our annual pre-tax profits. The Company also has an on-time arrival incentive program and a perfect attendance program to reward our broad-based co-workers. In the first quarter of 2013, the Company introduced an additional quarterly incentive payment opportunity for broad-based co-workers that is linked to achievement of quarterly customer satisfaction scores. The 2013 Annual Incentive Program awards to executives also include a portion of the opportunity based on achievement of customer satisfaction scores. We believe that these programs ensure a focus on operational performance that aligns co-worker performance with customer satisfaction, enhances our product, and drives financial performance.

***Linking executive pay to performance.*** The 2012 awards to our executives are directly tied to the financial performance metrics that we believe are the best measures of success in our business: annual pre-tax income; long-term pre-tax margin performance relative to our industry peers; ROIC relative to our cost of capital; and stock price performance. In 2012, executives also received certain payments pursuant to the vesting of a portion of the one-time Merger Performance Incentive Awards granted in 2011. We believe these programs create strong incentives to align our executives' performance to the successful execution of our strategic plan.

***Attracting, retaining and appropriately rewarding our executives in line with market practices.*** We seek to retain our executives primarily by setting our compensation and benefits at competitive levels relative to companies of similar size, scope and complexity. Because we believe that our senior executives have skills that are transferrable across industries, and because we recruit for talent both within the airline industry and also from a broad spectrum of leading businesses, we compare the overall compensation levels of our executives with the compensation provided to executives of a comparator group, as discussed in further detail in "Compensation Process and Oversight Benchmarking" below. Compensation decisions are also considered and balanced in

Table of Contents

light of an executive's responsibility level within the organization and a concern for internal pay equity. Compensation and promotion opportunities also take into account each executive's unique skills and capabilities, long-term leadership potential, performance and historic pay levels, and the overall scope of the executive's responsibilities.

***Compensation Process and Oversight***

***Compensation Committee Role and Management Participation in Setting Executive Compensation.*** All 2012 executive compensation decisions with respect to the named executive officers, including final decisions regarding performance goals, salary levels and annual incentive award opportunity levels, were made by the Compensation Committee, with input from Exequity L.L.P. ("Exequity"), the Committee's independent compensation consultant. Exequity provides the Compensation Committee with background materials, including preparation of the benchmarking study described below, and participates in committee meetings to support the Committee's executive compensation decision-making process and to respond to questions. Exequity also assists the Committee in performing an annual compensation risk assessment of the Company's compensation programs.

The Compensation Committee retained Exequity as its independent compensation consultant following the Merger. Exequity reports directly to the Committee, and the Committee has the sole authority to retain and terminate Exequity and to review and approve Exequity's fees and other retention terms. The Committee has adopted an "Independent Executive Compensation Consultant Conflict of Interest Policy" pursuant to which Exequity is required to provide the Committee with regular reports on any work that it performs for the Company. During 2012, Exequity did not perform any work on behalf of the Company other than the executive compensation services provided to the Committee. For additional information concerning the Compensation Committee, including its authority and the independent compensation consultant policy, see "Committees of the Board Compensation Committee" above.

The Committee also received input and recommendations regarding executive compensation decisions from the Company's Executive Vice President, Human Resources & Labor Relations and members of his human resources team. Mr. Smisek also attends Compensation Committee meetings and provides input with respect to the compensation for the management team other than himself, in particular with respect to the performance and compensation of his direct reports. Members of the Company's financial planning and analysis group participate in discussions with the Committee relating to the Company's financial plan and proposed performance goals under the executive compensation program and members of the Company's internal audit group provide special reports to the Committee outlining the review of procedures and calculations relating to the payout of incentives. Management's annual planning process involves preparation of annual financial forecasts, capital expenditure budgets, and the Company's Go Forward Plan (our annual business plan). Based on the Company's 2012 planning process and the financial budget approved by the Board, management developed and proposed performance targets under the 2012 incentive compensation programs. These proposals were evaluated by Exequity, in light of compensation trends, benchmarking and compensation risk factors. The Committee established the performance targets and the compensation arrangements of the Company's executive officers following its review and consideration of all recommendations and data it deemed appropriate. The Committee regularly holds executive sessions to discuss executive compensation practices without members of management present.

***Benchmarking.*** We recruit executives not only from within the airline industry, but from across a broad spectrum of leading businesses. In making compensation decisions, we examine the practices of companies in a general comparator group that is representative of the size (in revenue), scope and complexity of the Company's global business operations, and that includes the four most relevant U.S.-based airline companies. The competitive benchmarking analysis used for 2012 compensation decisions

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### Table of Contents

included the same group of 23 comparator companies utilized for the 2011 compensation decisions and set forth below<sup>(4)</sup>:

3M Company	Lockheed Martin Corporation
Alcoa Inc.	McDonald's Corporation
AMR Corporation	Northrop Grumman Corporation
The Boeing Company	PPG Industries, Inc.
Caterpillar Inc.	Raytheon Company
Deere & Company	Sara Lee Corporation
Delta Air Lines, Inc.	Southwest Airlines Co.
FedEx Corporation	Textron Inc.
General Dynamics Corporation	Union Pacific Corporation
Honeywell International Inc.	United Parcel Service, Inc.
Illinois Tool Works Inc.	US Airways Group, Inc.

#### Johnson Controls, Inc.

The airline industry does not have a sufficient number of relevant peers, given UAL's current size, to establish reliable ranges of competitive market pay for our top executive talent. Accordingly, our benchmarking peer group represents a cross section of the relevant airline peers and comparable sized companies in general industry that are representative of the competitive talent market. The following primary factors were considered in identifying the most appropriate peer companies for compensation benchmarking purposes: well-run companies in general industry, with a primary focus on airlines, aerospace and transportation companies; companies of similar revenue size (i.e., 0.5-2.0 times UAL's revenue); and the four largest U.S.-based airlines. At the time of the benchmarking review for 2012 compensation decisions, data was obtained from the then most recent proxy statement of our peer group companies (in most cases, the 2011 proxy statement, reflecting 2010 pay data). In this review, the peer group had median annual revenue of approximately \$26 billion and the Company's annual revenue at the time of the review was estimated at approximately \$36 billion.

We compare total compensation opportunities for our executives to the market median (50<sup>th</sup> percentile) of our comparator group. Total compensation for our benchmarking purposes means the sum of base salary, annual cash incentive target, and long-term incentive targets. As is customary in these types of pay studies, retirement benefits were not included in the benchmark comparison, although these benefits were considered in connection with the overall review and establishment of 2012 award levels.

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The compensation information for our comparator group is one factor utilized in setting total compensation for our executives. We believe that any benchmarking of compensation must be balanced with the additional factor of internal parity of compensation among our executives, and must take into account the role and skills of each individual executive. Development of the Company's post-Merger compensation program involved a convergence of the pay structures in place at United and Continental prior to the Merger. The current compensation program was implemented in 2011 and continued the same basic structure and approach through 2012.

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(4)

Prior to conducting the benchmarking review for 2013 compensation decisions, Exequity reviewed the composition of the peer group with the Compensation Committee. Based on that review, the Committee removed Sara Lee Corporation (based on its corporate restructuring), PPG Industries and Textron Inc. from the peer group. Each of these companies was deemed to have low revenue size as compared to the Company and other peer companies. The Committee also added United Technologies Corporation and Cummins Inc., based on their status as well-respected companies having operations that involve the transportation and aerospace industries, and that have annual revenue within a reasonable range of the Company's annual revenue. Further, both companies include many of the Company's peers in their own peer group comparison.

Table of Contents

**Tally Sheets.** Comprehensive tally sheets covering each of the named executive officers are provided to the Committee in advance of meetings at which incentive compensation performance targets and award levels opportunities are set and at which compensation levels and annual incentive awards are considered and decisions are made. The tally sheets provide a summary for each executive of total targeted and actual compensation levels, an accumulated summary of outstanding awards, and estimated payments under alternative separation scenarios. These tally sheets allow the Committee to make prospective pay decisions that are informed by compensation opportunities and earnings for past periods.

***Our 2012 Executive Compensation Program***

The following discussion describes our 2012 compensation elements and 2012 compensation decisions related to our "named executive officers" or "NEOs." Our named executive officers consist of our Chief Executive Officer, each person who served as Chief Financial Officer during the year, and our three other most highly compensated executive officers. For 2012, our named executive officers are: Jeffery A. Smisek, our Chairman, President and CEO; John D. Rainey, our Executive Vice President and Chief Financial Officer; Peter D. McDonald, our Executive Vice President and Chief Operations Officer; James E. Compton, our Vice Chairman and Chief Revenue Officer; Michael P. Bonds, our Executive Vice President, Human Resources and Labor Relations; and Zane C. Rowe, our former Executive Vice President and Chief Financial Officer, who resigned his position effective April 15, 2012 to join another company.

The 2012 salary and incentive compensation award levels for each of the named executive officers were considered and approved by the Compensation Committee through the compensation process described above and with reference to the benchmarking data prepared by and reviewed with Exequity. In connection with Mr. Rainey's promotion to Executive Vice President and Chief Financial Officer, the Compensation Committee considered his total compensation with reference to the size adjusted median market data for chief financial officer compensation contained in Exequity's most recent competitive benchmarking study, and with an objective of providing him a total compensation level in general alignment with the compensation of the Company's other executive vice presidents, including consideration of Mr. Rowe's compensation level as the exiting chief financial officer.

***2012 Key Compensation Components***

The table below summarizes the key components of our 2012 executive compensation program and detailed descriptions of these components appear below the table.

<b>Compensation Component</b>	<b>Program Type</b>	<b>Performance Measure</b>
Base Salary	Fixed cash income stream throughout the year	
Annual Incentive Awards	Absolute performance	Pre-tax income
Long-term Incentive Awards:	Short-term cash award	
		Pre-tax margin relative to industry peer group
Long-term Relative Performance Awards	Relative performance	
	3-year cliff vesting	
	Cash settled	
Performance-Based RSUs	Absolute performance	ROIC relative to our cost of capital Stock price performance over time

3-year cliff vesting

Stock-price based

Cash settled

Stock price performance over time

Restricted Share Awards

3-year ratable vesting

41

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Table of Contents

**Base Salary.** The Compensation Committee sets base salary levels in light of competitive practices among companies of similar size and complexity, to reflect the responsibilities of each executive in the Company and in light of internal pay equity, and to balance fixed and variable compensation levels. In December 2012, the Compensation Committee increased Mr. Compton's salary (previously \$750,000) in connection with his promotion to Vice Chairman and his assumption of additional responsibilities. The 2012 year-end base salary levels for each continuing named executive officer were as follows: Mr. Smisek \$975,000; Mr. Rainey \$750,000; Mr. McDonald \$850,000; Mr. Compton \$875,000; and Mr. Bonds \$625,000. The Compensation Committee established the salary level for Mr. Rainey in April 2012 in connection with his promotion to Executive Vice President and Chief Financial Officer. At the date of his resignation, Mr. Rowe's base salary was \$750,000.

**Annual Incentive Awards.** In 2012, the named executive officers participated in the United Continental Holdings, Inc. Annual Incentive Program (the "AIP"), an annual cash incentive plan adopted pursuant to the Company's Incentive Plan 2010. In order for a payment to be made under the 2012 AIP awards, (i) the Company's 2012 pre-tax income must meet or exceed the entry level pre-tax income established by the Compensation Committee and (ii) a payment must have been made (or will be made) under the Company's broad-based profit sharing plans for employees for such fiscal year. If either of these conditions is not satisfied, no payments are made under the AIP. The Compensation Committee added a feature to the 2012 AIP awards to permit the exercise of negative discretion to reduce award payments (but not positive discretion to increase award payments) based on the Compensation Committee's evaluation of individual performance. Under the AIP, "pre-tax income" means, with respect to a fiscal year, the aggregated consolidated net income adjusted to exclude reported income taxes of the Company for such year as shown on the Company's consolidated financial statements for such year, but calculated excluding any special, unusual or non-recurring items as determined by the Compensation Committee in accordance with applicable accounting rules<sup>(5)</sup>.

The 2012 award opportunities under the AIP were based on an individual award opportunity granted to each participant, with threshold payout equal to 50% of the target opportunity, target payout equal to 100% of the target opportunity, and stretch payout equal to 200% of the target opportunity. The pre-tax income performance targets for 2012 under the AIP were threshold \$300 million, target \$1.015 billion, and stretch \$1.5 billion. Consistent with the 2011 AIP awards, the target level was set at the Company's 2012 budget level as reviewed with and approved by the Board of Directors. As compared to the 2011 AIP awards, the 2012 performance levels reflect a more gradual performance slope, with a lower entry level and higher stretch level. The 2012 AIP individual target level opportunities for each of the named executive officers were expressed as a percentage of the executives' base salary earned during the year as follows: Mr. Smisek 150%; Mr. Rainey 110% (for the period prior to April 16, 2012) and 125% (effective for the period beginning April 16, 2012 in connection with his promotion to Executive Vice President and Chief Financial Officer); Mr. McDonald 135%; Mr. Compton 135%; Mr. Bonds 125%; and Mr. Rowe 135%.

For 2012, the Company achieved pre-tax income, excluding special items, of \$599 million and co-workers received payments pursuant to the Company's profit sharing plans. This performance resulted in AIP payments between the entry and target levels of performance (approximately 70.9% of target level). In reviewing the 2012 performance and payment certification, the Compensation Committee considered 2012 integration challenges, particularly operational challenges during the summer months, and the related impact on year-end financial results. The Company's 2012 financial results were impacted by the operational challenges and the 2012 AIP award payment levels (as compared to the 2011 AIP award payments) were substantially lower. Payments under the AIP are

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(5) See "Item 6. Selected Financial Data Reconciliation of GAAP to non-GAAP Financial Measures" in the Company's 2012 Form 10-K for information on these special items, which consisted primarily of integration-related costs.

Table of Contents

included in the 2012 Summary Compensation Table under the "Non-Equity Incentive Plan Compensation" column and are quantified in a footnote to that column. Mr. Rowe forfeited his 2012 AIP award in connection with his resignation from the Company. The named executive officers are not eligible to receive payments under our profit sharing plans.

**2012 Long-Term Incentive Awards.** In designing the long-term incentive award structure for the Company, the Compensation Committee divided the long-term incentive opportunity into three separate awards. This basic design was in effect for 2011 awards, and was continued in 2012 as follows:

Long-Term Relative Performance Awards: Designed to motivate pre-tax margin performance relative to our airline peers;

Performance-Based RSUs: Designed to reward the creation of economic value, measured by our ROIC and our cost of capital; and

Restricted Share Awards: Intended to align executives' interests with the creation of stockholder value and to support retention over the vesting period.

Each of these awards is structured with a three-year performance or vesting period. For the named executive officers, the 2012 total long-term incentive target opportunities are as follows: Mr. Smisek \$9,400,000; Mr. Rainey \$1,462,500; Mr. McDonald \$1,690,000; Mr. Compton \$1,890,000; Mr. Bonds \$1,162,656; and Mr. Rowe \$1,890,000. The 2012 target award level with respect to Mr. Smisek was set at a level designed to align Mr. Smisek's total targeted pay with median peer practices (though Mr. Smisek's total targeted pay in 2012 trailed the peer median level by approximately 10%). The 2012 total target level for Mr. Rainey reflects additional awards granted by the Compensation Committee in connection with his promotion to Executive Vice President and Chief Financial Officer in April 2012. With respect to the remaining named executive officers, the total long-term incentive target opportunities were established with reference to the benchmarking analysis conducted by Exequity and discussed with the Committee in advance of the 2012 executive compensation award process. For 2012, the Compensation Committee approved a 2.5% increase in the total target compensation opportunities (as compared to the 2011 target levels) for Messrs. McDonald, Compton and Bonds, all of which was reflected in their long-term incentive award levels. See " Compensation Process and Oversight Benchmarking" above. Mr. Rowe forfeited all of his 2012 long-term incentive awards in connection with his resignation from the Company. The 2012 total long-term target opportunities were divided equally between each of the three long-term incentive awards.

**Long-Term Relative Performance Awards.** In 2012, the named executive officers received awards under the United Continental Holdings, Inc. Long-Term Relative Performance ("LTRP") Program, which was adopted by the Compensation Committee in 2011 pursuant to provisions of the Company's Incentive Plan 2010. The LTRP Program measures and rewards performance based on the Company's cumulative pre-tax margin over a three-year performance period as compared with an industry peer group. The LTRP Program provides that the Company's peer group for this purpose initially consists of AMR Corporation, Delta Air Lines Inc., US Airways Group, Inc., Southwest Airlines Co., JetBlue Airways Corporation, and Alaska Air Group, Inc. Performance is generally measured as (A) the Company's pre-tax income over the performance period divided by its revenue over such period as compared to (B) the peer companies' aggregate pre-tax income over the performance period divided by the peer companies' aggregate revenue over such period. The calculations are adjusted to exclude special items as determined by the Compensation Committee in accordance with applicable accounting rules. If the Company achieves at least the minimum threshold level of performance, the LTRP awards are paid in cash following the end of the three-year performance period.

Table of Contents

The 2012 LTRP awards have a performance period of January 1, 2012 through December 31, 2014. The target performance level established for the 2012 LTRP awards was set by the Compensation Committee so that executives would earn market-competitive rewards ("target" level) for achieving a pre-tax margin performance level (5 basis points higher than the peer group average) that was designed to be achievable with strong performance through the performance period. The entry performance level was designed to be achievable with fair performance (peer group average pre-tax margin minus 60 basis points), while the stretch performance level (peer group average pre-tax margin plus 80 basis points) was set at a high level requiring exceptional performance. In determining the performance goals, the Committee considered the historic performance of the Company and the peer group and the economic and market conditions at the time the goals were established. The performance goals established for the 2012 awards are parallel to the goals set for the 2011 awards except at the stretch level, which has a performance level that is 20 basis points higher for 2012 as compared to the 2011 awards.

The 2012 LTRP award opportunities, subject to achievement of the specified performance levels, are expressed as a percentage of the target award value as follows: entry 50% of target; target 100% of target; and stretch 150% of target. Payment opportunities under the LTRP awards are subject to linear interpolation between performance levels.

**Performance-Based RSUs.** In 2011, the Compensation Committee adopted the United Continental Holdings, Inc. Performance-Based RSU Program (the "RSU Program"), pursuant to the provisions of the Company's 2008 Incentive Compensation Plan. The RSU Program requires the Company to achieve specified levels of ROIC relative to the Company's cost of capital over the three-year performance period. Each RSU represents the potential right to receive a cash payment at the end of a three-year performance period based on the average closing price of the Company's Common Stock over the 20 trading days preceding the end of the performance period. The number of RSUs that become vested under the RSU Program increases as the Company's ROIC for the performance period exceeds the target goal. The payment with respect to a vested Performance-Based RSU may not exceed the maximum payment amount established by the Compensation Committee at the time of grant. If the Company achieves the minimum level of performance (which is the target level for the 2012 awards), the awards will be paid out in cash following the end of the three-year performance period.

The 2012 Performance-Based RSU awards have a performance period of January 1, 2012 through December 31, 2014. There is no separate entry level for the 2012 Performance-Based RSU awards. The target performance goal was set so that executives would not earn any payout unless the Company achieves ROIC at least equal to the Company's cost of capital over the performance period. The maximum or "stretch" performance goal requires the Company to achieve ROIC performance equal to the Company's cost of capital plus 100 basis points. These performance levels were established to align our executive compensation opportunities with our communications to investors and to reward a significant financial accomplishment that the Committee determined to be significantly challenging to achieve at the time the goal was established.

The 2012 Performance-Based RSU awards have a target opportunity of 100% of target value. The maximum or "stretch" performance level opportunity is equal to 200% of the target award value. Payment opportunities under the Performance-Based RSU awards are subject to linear interpolation between performance levels. Consistent with the 2011 awards, the 2012 Performance-Based RSUs do not have an "entry" level opportunity below the target level. In calculating the number of RSUs subject to the 2012 Performance Based RSU awards, the Committee applied a discount factor to the closing price of the Company's Common Stock on the date of grant in recognition of the Company's history of not achieving a ROIC equal to at

Table of Contents

least its cost of capital over a three-year performance period. As noted in the 2012 Summary Compensation Table, the grant date fair value of the Performance-Based RSUs is zero because the satisfaction of the required performance conditions was not considered probable as of the grant date.

**Restricted Share Awards.** The final one-third of the 2012 long-term incentive opportunity was delivered in the form of restricted share awards that vest in one-third increments on each of the first through third anniversaries of the grant date, subject to continued employment through each vesting date. These awards were granted pursuant to the Company's 2008 Incentive Compensation Plan. The 2012 restricted share awards were calculated based on the target opportunity divided by the closing price of the Company's Common Stock on the date of grant, rounded up to the nearest whole share.

***One-time 2011 Merger Performance Incentive Awards***

In 2011, our named executive officers received one-time Merger Performance Incentive Awards that were designed to provide incentives to deliver on the potential value from the integration of the operations of United and Continental over a January 1, 2011 through December 31, 2013 performance period. These awards were structured as performance-based restricted stock units (the "Merger Incentive RSUs"). For the named executive officers, the three-year target opportunities under the Merger Incentive RSUs, contingent on achieving pre-established performance goals, were as follows: Mr. Smisek \$4,000,000; Mr. Rainey \$425,000; Mr. McDonald \$1,500,000; Mr. Compton \$1,500,000; Mr. Bonds \$1,250,000; and Mr. Rowe \$1,500,000. The payout percentage opportunities for achieving the specified performance metrics are entry or threshold 50% of target, target 100% of target opportunity, and stretch 150% of target, except with respect to the achievement of a single operating certificate, for which the maximum payout equaled 100% of target. Mr. Rowe forfeited his unvested Merger Incentive RSUs in connection with his resignation from the Company. The table below highlights key elements of the Merger Performance Incentive Awards.

<b>Performance Program Type and Details</b>	<b>Performance Measure</b>
	Merger milestones (40%):
One-time 2011 special incentive award	
Milestones vest as achieved	Ratification of JCBA's (10%)
Synergies 3-year cliff vesting	Single Operating Certificate (10%)
Cash settled RSU	Integrated Reservation System (10%)
	Single Loyalty Program (10%)
	Revenue/cost synergies (60%)

Vesting of a portion of the Merger Incentive RSUs, representing 40% of the award at the targeted value, is based on achievement of certain key Merger-related milestones that were set by the Compensation Committee. Each of these milestones were equally weighted at the targeted level and include ratification of at least two joint collective bargaining agreements (10%), obtaining a single operating certificate (10%), integration of our reservation system (10%), and integration of our customer loyalty program (10%). During 2012, management achieved the milestones related to integration of our customer loyalty program and of our reservation system. During 2011, management achieved the portion of the award related to obtaining a single operating certificate. Vesting of the milestone related to JCBA's remains outstanding and must be completed by December 31, 2013.

Vesting of the remainder of the Merger Incentive RSUs, representing 60% of the award at the targeted value, is based on achievement of Merger revenue and cost synergies over the three-year performance period. When the integration is complete and synergy benefits are fully realized, we expect the Merger to deliver \$1.0 billion (entry level under the Merger Incentive RSUs) to \$1.2 billion (target level under the Merger Incentive RSUs) in net annual synergies on a run rate basis. Stretch level

Table of Contents

performance under the revenue and cost synergy tranche of the Merger Incentive RSUs was set at achieving \$1.4 billion of synergies prior to December 31, 2013. Many factors could affect the total amount or timing of the Merger expenses and synergies, and many of those items are, by their nature, difficult to estimate accurately.(6)

The number of Merger Incentive RSUs that become vested depends on the timing and/or level of achievement of the related performance goals. As a general matter, each tranche of the Merger Incentive RSUs will vest and will be paid in cash to the recipients following the achievement of the performance goal for such tranche. All performance goals must be achieved by December 31, 2013. Payments are calculated based on the 20-day average closing price of the Company's Common Stock either immediately prior to the vesting date or, as applicable, on the last day of the month in which the Merger milestone is achieved, but may not exceed the maximum payment amount established by the Compensation Committee (which amount is equal to two times the closing price of the Company's Common Stock on February 25, 2011, the date of the meeting establishing the performance conditions for the 2011 awards).

***Other Compensation Components***

***Pre-Merger Awards.*** Continental awards that were outstanding prior to the Merger were assumed by the Company, including LTIP awards and Profit-Based RSUs granted pursuant to the Continental Long-Term Incentive and RSU Programs ("LTIP/RSU Programs"). These awards remained outstanding after the Merger and, as a result of "double-trigger" requirements have continued to be paid on their normal payment dates (or, if earlier, upon death, disability, retirement eligibility or termination without "cause" or resignation for "good reason") provided that the participant remains employed on such date. The value of the pre-Merger awards is based on the change-in-control level of the award that was established at the time the awards were granted. As of December 31, 2012, Messrs. Smisek, Rainey, Compton and Bonds earned payment for awards pursuant to the pre-Merger Continental LTIP for the performance period 2010-2012. During 2012, Mr. McDonald received payment for an award granted pursuant to the pre-Merger United LTIP. Payment of these pre-Merger LTIP awards is included in the "Non-Equity Incentive Plan Compensation" column of the 2012 Summary Compensation Table. Outstanding pre-Merger equity awards as of December 31, 2012 are included in the "Outstanding Equity Awards at 2012 Fiscal Year-End" table. Mr. Rowe forfeited his pre-Merger Continental LTIP for the performance period 2010-2012 and his outstanding Profit-Based RSUs in connection with his resignation from the Company. As of the date of this proxy statement, all pre-Merger awards held by the named executive officers have been paid, fully vested or terminated.

***Severance Benefits.*** Upon the consummation of the Merger, we entered into employment agreements in October 2010 with each of the named executive officers. The employment agreements were approved prior to the Merger by the UAL Human Resources Subcommittee and the Continental Human Resources Committee. These agreements provide severance benefits upon certain terminations of employment (with enhanced severance protections during the two-year period following the Merger, which period ended October 1, 2012). The employment agreements provide consistent post-employment benefits across our new management team. Based on advice of the independent compensation consultant, the potential severance amounts are in line with those provided to similarly-situated executives in the general market for executive talent, and are an important component of the compensation package required to attract and retain top caliber talent in senior leadership roles. The alignment of the severance arrangements also was intended to promote integration efforts across the executive teams. The employment agreements have an initial term of two years (three years for

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(6) See Notes 1 and 21 to the financial statements included in "Item 8. Financial Statements and Supplementary Data" and "Item 1A. Risk Factors" in the Company's 2012 Form 10-K for additional information on the Merger.

Table of Contents

Mr. Smisek) and will renew automatically for additional one-year periods at the end of the initial term and each subsequent term unless notice of non-renewal is provided by either the Company or the executive. During 2012, the Compensation Committee considered the existence of the employment agreements and determined that it was appropriate to allow the employment agreements to continue. In connection with Mr. Rainey's promotion, the Compensation Committee approved an updated employment agreement similar to the executive officer employment agreements that were reviewed and approved in connection with the Merger and which provides termination and renewal provisions consistent with the agreements of the other named executive officers.

**Frozen SERP.** Prior to the Merger, Continental maintained supplemental executive retirement plan ("SERP") benefits for Messrs. Smisek, Compton, Bonds and Rowe that provide an annual retirement benefit expressed as a percentage of the executives' final average compensation. In designing the new executive compensation program, the Human Resources Subcommittee determined that the SERP would not be an element of the new compensation program and should be phased out for the continuing Continental executives in order to provide compensation parity with the continuing United executives. The SERP benefit for Messrs. Smisek, Compton, Bonds and Rowe was frozen as of December 31, 2010. The benefit formulas and the compensation limitations applicable to the SERP are described below under "Narrative to Pension Benefits Table."

**Pension Benefits.** Messrs. Smisek, Rainey, Compton, Bonds and Rowe participate in the Continental Retirement Plan ("CARP"), a non-contributory, defined benefit pension plan in which substantially all of Continental's non-pilot domestic employees are entitled to participate. The CARP benefit is based on a formula that utilizes final average compensation and service while one is an eligible employee. The benefit formulas and the compensation limitations applicable to the CARP are described below under "Narrative to Pension Benefits Table."

**Defined Contribution Retirement Benefits.** We provide retirement benefits including a tax qualified 401(k) plan to all of our non-union employees, and an excess 401(k) benefit cash plan to certain employees of our United subsidiary, including Mr. McDonald. We believe this encourages retention and is part of delivering an overall competitive pay package necessary to recruit and retain talented executives.

**Perquisites.** We offer our named executive officers certain perquisites that are consistent with those provided to executives at similar levels at companies within the airline industry and general industry groups. We believe that providing certain benefits to our executives, rather than cash, enhances retention, results in a cost savings to the Company, and strengthens our relationships with our executives. For example, travel privileges on United flights provide our executives and non-management directors the opportunity to become familiar with our network, product and locations and to interact with co-workers. The incremental cost to the Company of providing such flight benefits is minimal, while we believe the value of these benefits to the named executive officers is perceived by them to be high. The Company also provided relocation benefits related to Merger relocations from Houston, Texas to our headquarters in Chicago, Illinois and other required moves. The Committee believes this program was necessary in order to retain critical executive talent and to ease the burden of the relocation and that our program is consistent with market practices in similar circumstances. Mr. Smisek received Chicago housing expense reimbursements through September 2012 pursuant to his employment agreement. Other benefits are primarily linked to maintaining the health of our executives and to financial and tax planning and assistance. Please refer to "2012 Summary Compensation Table Explanation of All Other Compensation Disclosure" and the footnotes to the 2012 Summary Compensation Table for additional information regarding perquisites.

Table of Contents

***Other Executive Compensation Matters***

***Consideration of Prior Say-on-Pay Vote.*** A key objective of our executive compensation program is linking the interests of our executives with the interests of our stockholders, and we place emphasis on maintaining an executive compensation program that addresses and satisfies the key concerns of our stockholders. Our "say-on-pay" proposal received approval from our stockholders at our 2012 annual stockholder meeting. The Committee has not made any changes to the executive compensation program based on the results of the 2012 say-on-pay vote. The Committee considers stockholder interests and concerns relating to executive pay as it designs our executive compensation program and implements specific compensation elements that represent what it believes to be best practices. The Compensation Committee will continue to consider stockholder feedback, including say-on-pay voting results, as part of its decision-making process.

***Recoupment of Earned Awards/"Claw-back" Provisions.*** If our financial results are restated due to material noncompliance with any financial reporting requirement under the securities laws as a result of the Company's misconduct, we require the chief executive officer and the chief financial officer to reimburse us for any incentive-based or equity-based compensation and any profits from the sale of our securities received during the 12-month period following the date the financial statements that were subject to restatement were issued.

***Stock Ownership Guidelines.*** In connection with the Merger and adoption of our post-Merger executive compensation program, the Compensation Committee approved updated stock ownership guidelines that apply to our executive officers. The updated guidelines encourage our executives, including each of the named executive officers, to hold Company Common Stock or equity-based awards with a fair market value that equals or exceeds a multiple of the executive's base salary. The stock ownership target for our CEO, Mr. Smisek, is five times his base salary while the stock ownership target for our other continuing named executive officers is two times base salary. For purposes of determining whether an executive satisfies the stock ownership guidelines, restricted shares and restricted stock units are included in total stock holdings. The Committee reviews equity ownership at least annually. Once an executive is determined to be in compliance with the stock ownership guidelines, the executive will be considered to be in compliance until such time as he or she sells or otherwise disposes of any his or her Company Common Stock, restricted shares or restricted stock units, at which time the Committee will reevaluate the executive's compliance with the stock ownership guidelines. All named executives officers are currently in compliance with the guidelines. We also maintain stock ownership guidelines that apply to our non-employee directors, which are described below in "Director Compensation."

***Securities Trading Policy.*** Our securities trading policy prohibits speculative and derivative trading and short selling by all officers and directors. Our securities trading policy prohibits pledging and hedging with respect to Company securities.

***Tax Matters.*** In designing and implementing the programs applicable to executives, we consider the effects of applicable sections of the Code, including section 162(m). Section 162(m) of the Code limits the tax deductibility by a company of compensation in excess of \$1 million paid to any of its most highly compensated executive officers (other than the chief financial officer). However, performance-based compensation that has been approved by stockholders is excluded from the \$1 million limit if, among other requirements, the compensation is payable only upon attainment of pre-established, objective performance goals. While the tax impact of any compensation arrangement is one factor that the Committee may consider in its deliberations, this impact would be evaluated in light of the Company's overall compensation philosophy and objectives. Under certain circumstances, the Committee believes that the Company's and stockholders' interests would be best served by providing compensation that is not fully deductible and that its ability to exercise discretion outweighs the advantages of requiring that all compensation be qualified under section 162(m). In light of the

Table of Contents

Company's significant net operating loss carry-forward, limited tax deductibility does not have a near-term impact on the Company.

Consistent with historic practice and the travel policies at other airlines, the Company provides tax indemnification on the travel benefits provided to active and certain former officers. Prior to the Merger, United and Continental adopted policies to eliminate tax indemnification for post-separation perquisites provided to officers who were not officers as of the date the respective policy was adopted. The tax indemnification provided to each of the named executive officers with respect to active and former (grandfathered) officer travel is subject to an annual limit.

**Compensation Committee Report**

We have reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussions, we recommended to the Board that the Compensation Discussion and Analysis be included in the Company's Proxy Statement on Schedule 14A and the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Respectfully submitted,  
Charles A. Yamarone, Chairman  
Walter Isaacson  
Henry L. Meyer III  
John H. Walker

49

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Table of Contents**2012 Summary Compensation Table**

The following table provides information regarding the Company's principal executive officer (Mr. Smisek), each person who served as principal financial officer during the year (Messrs. Rainey and Rowe) and the three other most highly compensated executive officers in 2012 (Messrs. McDonald, Compton and Bonds), determined in accordance with applicable SEC disclosure rules. The table provides information for 2012, 2011 and 2010 if the executive officer was included in the Company's Summary Compensation Table for those years. Effective April 15, 2012, Mr. Rowe resigned from the Company to join another company.

Name and Principal Position	Year(1)	Salary (\$)	Bonus (\$)	Stock Awards (\$)(2)	Option Award (\$)	Non-Equity	Change in	All Other Compensation (\$)(5)	Total (\$)
						Incentive Plan Compensation (\$)(3)	Pension Value (\$)(4)		
<b>CURRENT OFFICERS</b>									
<b>Jeffery Smisek</b>									
	2012	975,000	0	3,133,338	0	3,500,663	1,715,494	302,377	9,626,872
Chairman, President & Chief	2011	975,000	0	7,530,415	0	4,413,750	1,326,749	454,918	14,700,832
Executive Officer	2010	791,250(1)	0	0	0	3,558,750	0	9,766	4,359,766
<b>John Rainey</b>									
Executive Vice President & Chief Financial Officer	2012	656,458	0	401,012	0	988,719	59,904	209,182	2,315,275
<b>Peter McDonald</b>									
Executive Vice President & Chief Operations Officer	2012	850,000	0	563,345	0	1,413,578	0	341,692	3,168,615
	2011	850,000	0	2,183,496	0	2,295,000	0	290,400	5,618,896
	2010	805,974	0	987,206	0	1,956,123	0	152,175	3,901,478
<b>James Compton</b>									
Vice Chairman & Chief Revenue Officer	2012	756,170	0	630,002	0	1,055,493	682,508	62,868	3,187,041
	2011	750,000	0	2,250,148	0	2,643,750	508,921	224,075	6,376,894
	2010	187,500	0	0	0	2,346,336	0	6,889	2,540,725
<b>Michael Bonds</b>									
Executive Vice President Human Resources & Labor Relations	2012	528,600	0	387,560	0	1,212,031	192,527	64,313	2,385,031
<b>FORMER OFFICER</b>									
<b>Zane Rowe</b>									
Former Executive Vice President & Chief Financial Officer	2012	264,423	0	630,002	0	0	112,292	125,680	1,132,397
	2011	750,000	0	2,250,148	0	2,888,793	66,732	282,737	6,238,410
	2010	187,500	0	0	0	1,439,655	9,586	24,758	1,661,499

(1) The 2010 compensation shown for Messrs. Smisek, Compton and Rowe does not represent full-year compensation but rather reports amounts earned subsequent to the Merger (October 1, 2010 to December 31, 2010) in accordance with applicable SEC disclosure rules. Accordingly, the 2011 and 2012 compensation amounts reported for such officers are not comparable to the 2010 reported compensation amounts. For Mr. Smisek, the amounts reported in 2010 include his base salary earned for the portion of 2010 prior to October 1 when he was employed by Continental (\$547,500). Mr. Smisek agreed to waive his 2010 salary and annual incentive unless Continental was profitable for the year. This salary amount was paid to him by the Company retroactively at the end of 2010 upon the determination by the Compensation Committee that Continental had achieved a 2010 profit. During 2012, Mr. Bonds requested a salary waiver during a portion of the year and the Compensation Committee agreed to this request. This waiver was subsequently terminated in 2012. Mr. Rowe resigned as Chief Financial Officer of the Company on April 15, 2012 and terminated employment effective May 7, 2012.

(2) For 2012, the amount shown represents the aggregate grant date fair value of restricted share and Performance-Based restricted share unit ("RSU") awards determined in accordance with ASC Topic 718, Compensation - Stock Compensation (formerly FASB Statement No. 123R). For the restricted share awards, the amount was calculated by multiplying the number of restricted shares awarded by the closing price of the Company's Common Stock on the date of grant (\$24.09 per share for the grants on February 2, 2012 to all NEOs and \$22.30 for an additional grant on April 16, 2012 to

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Mr. Rainey in connection with his promotion to Executive Vice President and Chief Financial Officer). In accordance with the SEC disclosure rules, the aggregate grant date fair value of the Performance-Based RSUs has been determined based on the probable satisfaction of the performance condition for those awards. In accordance with ASC Topic 718, the grant date fair value of the Performance-Based RSUs is zero because the satisfaction of the required performance condition was not considered probable as of the grant date. For a discussion of the assumptions relating to the valuations for the 2012 RSU awards, see Note 7 to the combined notes to consolidated financial statements included in Item 8 of the 2012 Form 10-K. The following table reflects the aggregate grant date value of the 2012 stock awards with the restricted shares valued as described above and assuming that the Performance-Based RSUs vest at the maximum performance level. The value of the Performance-Based RSUs is calculated based on the number of RSUs granted (at the "stretch" level) multiplied by the Common Stock closing share price on the date of grant (\$24.09 per share for the grants on February 2, 2012 to all NEOs and

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### Table of Contents

\$22.30 for an additional grant on April 16, 2012 to Mr. Rainey in connection with his promotion to Executive Vice President and Chief Financial Officer).

Name	Restricted Share Awards (\$)	Performance-Based RSUs Maximum Value (\$)	Total Stock Awards at Maximum Value (\$)
Jeffery Smisek	3,133,338	7,833,345	10,966,683
John Rainey	401,012	1,002,542	1,403,554
Peter McDonald	563,345	1,408,350	1,971,695
James Compton	630,002	1,575,004	2,205,006
Michael Bonds	387,560	968,900	1,356,460
Zane Rowe	630,002	1,575,004	2,205,006

All of the stock awards granted to Mr. Rowe were forfeited in connection with his resignation from the Company and he did not receive any value for these awards.

(3)

Amounts reported for 2012 represent amounts earned under (i) the Company's Annual Incentive Program (Smisek \$1,036,913; Rainey \$568,819; McDonald \$813,578; Compton \$723,768; and Bonds \$553,906); (ii) awards pursuant to the pre-Merger Continental LTIP for the performance period 2010-2012 (Smisek \$2,463,750; Rainey \$419,900; Compton \$331,725; and Bonds \$658,125); and (iii) awards pursuant to the pre-Merger United LTIP (McDonald \$600,000). Our 2012 performance resulted in AIP achievement between the entry and target award level (approximately 70.9% of target award level). The Continental LTIP amounts for Messrs. Smisek, Rainey and Bonds represent payment for the 2010-2012 performance period that were earned in 2012. Following completion of the Merger, any participant in the Continental LTIP that then was or later became eligible for retirement received prorated payments with respect to the LTIP awards upon completion of each year in the performance period. Because Mr. Compton was eligible to retire at the end of 2010, the 2012 amounts disclosed for him includes the final one-third payment with respect to the 2010-2012 performance period. Although Mr. Smisek is eligible to retire, he previously waived his retirement eligibility with respect to his pre-Merger LTIP awards and such awards were paid on their normal vesting dates. Mr. Rowe forfeited his 2012 AIP award and his pre-Merger Continental LTIP award for the performance period 2010-2012 in connection with his resignation from the Company.

(4)

Prior to the Merger, Continental maintained supplemental executive retirement plan ("SERP") benefits for certain officers that provide an annual retirement benefit expressed as a percentage of the executives' final average compensation. Following the Merger, the SERP is not an element of the Company's executive compensation program and SERP benefits for Messrs. Smisek, Compton, Bonds and Rowe were frozen as of December 31, 2010. The values of these frozen benefits will continue to fluctuate based on changes in actuarial assumptions. See "Narrative to Pension Benefits Table" below for a discussion of the assumptions used to calculate the present values of these pension benefits and further information on the provisions of the plans.

(5)

The following table provides details regarding amounts disclosed in the "All Other Compensation" column for 2012:

Name	Insurance Premiums Paid by Company (\$)(a)	401(k) Company Contributions (\$)(b)	401(k) Cash-Match Program (\$)(b)	Perquisites and Other Benefits (\$)(c)	Tax Indemnification (\$)(d)	Total (\$)
Jeffery Smisek	13,915	7,500	0	205,673	75,289	302,377
John Rainey	1,897	7,500	0	21,930	177,855	209,182
Peter McDonald	16,132	20,000	231,600	59,769	14,191	341,692
James Compton	9,507	7,500	0	26,441	19,420	62,868
Michael Bonds	4,242	7,500	0	23,605	28,966	64,313
Zane Rowe	1,004	6,563	0	101,301	16,812	125,680

(a)

Represents premiums paid by the Company for supplemental life insurance provided to the named executive officers.

(b)

Amounts shown represent Company matching contributions to the applicable subsidiary-entity 401(k) plan. The 401(k) cash-match program is provided to employees of the United subsidiary and provides immediate cash payments equivalent to direct and matching contributions that could not be made to United's 401(k) plan as a result of contribution limits imposed under the Internal Revenue Code.

(c)

In each case, this column includes the Company's incremental cost of providing the named executive officer with air travel on flights operated by any UAL subsidiary or operated as "United Express" and reserved parking at the Company's offices. Certain executives also received executive physicals. The amount shown for Mr. Smisek includes a club membership, financial planning and tax services (\$69,753), relocation housing benefits (\$106,740),

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and an automobile benefit. The amount shown for Mr. McDonald includes an automobile benefit and reimbursement for club membership dues (\$37,588). The amount shown for Mr. Compton includes a health club membership and an automobile benefit. The amount shown for Mr. Bonds includes relocation benefits. The amount shown for Mr. Rowe includes health club membership fees, financial planning and tax services and payment for unused vacation (\$78,852).

Our calculation of the aggregate incremental cost to the Company of providing air travel to the named executive officers includes incremental fuel, meal expense (by cabin), passenger liability insurance, war risk insurance and frequent flyer miles earned. As described in footnote (d), the executives receive a tax reimbursement relating to flight benefits (which value is greater than the incremental cost to the Company of providing such benefits). In addition, the named executive officers have access to certain other travel-related benefits with no incremental cost to the Company, such as access to our United Club facilities and status in our Mileage Plus programs for the executives and their immediate family members, complimentary car rentals provided by certain travel partners, and flight privileges on certain other air carriers.

(d)

In each case, this amount includes taxes paid on behalf of the named executive officer with respect to air travel on flights operated by any UAL subsidiary or operated as "United Express." The amount reported for Messrs. Smisek and Bonds includes taxes paid with respect to relocation benefits. Mr. Rainey's amount includes grandfathered excise tax indemnity related to 2008 and 2009 awards granted pursuant to the Continental Airlines, Inc. Incentive Plan 2000 (\$150,615). Mr. Rowe's amount includes payment related to Medicare taxes arising under his frozen SERP benefit that were paid in connection with his resignation from the Company. See "2012 Pension Benefits Table."

Table of Contents

**Grants of Plan-Based Awards for 2012**

The following table sets forth information regarding awards granted during 2012 to our named executive officers. The annual incentive and long-term relative performance awards were granted pursuant to our Annual Incentive Program and our Long-Term Relative Performance Program, respectively, each of which was implemented under our Incentive Plan 2010. The Performance-Based RSUs were granted pursuant to our Performance-Based RSU Program, which was implemented under our 2008 Incentive Compensation Plan. The restricted share awards were granted pursuant to our 2008 Incentive Compensation Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards or Units	All Other Options	Exercise Price of Stock and Underlying Option Awards	Grant Date Fair Value of Stock and Option Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	(\$/Sh)	(\$/Sh)	(\$/Sh)	(\$)(5)
<b>Jeffery Smisek</b>	2/02/12(1)	731,250	1,462,500	2,925,000							
	2/02/12(2)	1,566,667	3,133,334	4,700,001							
	2/02/12(3)						162,585	325,170			0
	2/02/12(4)								130,068		3,133,338
<b>John Rainey(6)</b>	4/16/12(1)	400,690	801,380	1,602,760							
	2/02/12(2)	92,969	185,938	278,907							
	4/16/12(2)	107,525	215,049	322,574							
	2/02/12(3)						9,649	19,298			0
	2/02/12(3)						12,055	24,110			0
	2/02/12(4)								7,719		185,951
<b>Peter McDonald</b>	4/16/12(4)								9,644		215,061
	2/02/12(1)	573,750	1,147,500	2,295,000							
	2/02/12(2)	281,667	563,334	845,001							
	2/02/12(3)						29,231	58,462			0
<b>James Compton</b>	2/02/12(4)								23,385		563,345
	2/02/12(1)	506,250	1,012,500	2,025,000							
	2/02/12(2)	315,000	630,000	945,000							
	2/02/12(3)						32,690	65,380			0
<b>Michael Bonds</b>	2/02/12(4)								26,152		630,002
	2/02/12(1)	390,625	781,250	1,562,500							
	2/02/12(2)	193,777	387,553	581,330							
	2/02/12(3)						20,110	40,220			0
<b>Zane Rowe(7)</b>	2/02/12(4)								16,088		387,560
	2/02/12(1)	506,250	1,012,500	2,025,000							
	2/02/12(2)	315,000	630,000	945,000							
	2/02/12(3)						32,690	65,380			0
	2/02/12(4)								26,152		630,002

(1) Represents 2012 award opportunities granted under the Company's Annual Incentive Program. Based on 2012 performance, these awards were settled between the entry and target levels and were paid in the first quarter of 2013. The annual incentive award amounts paid to the named executive officers are included in the "Non-Equity Incentive Plan Compensation" column in the 2012 Summary Compensation Table.

(2) Represents award opportunities under the Long-Term Relative Performance Program for the period January 1, 2012 through December 31, 2014. Payment of this award will depend on the Company's cumulative pre-tax margin performance compared to an industry peer group over the three-year performance period.

(3)

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Represents target and maximum award opportunities for the 2012 Performance-Based RSUs. There is no separate threshold level for this award. Settlement of this award will depend on the Company's return on invested capital performance during the period January 1, 2012 through December 31, 2014. Due to requirements of the 2008 Incentive Compensation Plan, the Performance-Based RSUs are granted at the maximum or "stretch" level of units but remain subject to satisfaction of the specified performance conditions in order to achieve vesting.

(4) Represents a restricted share award granted pursuant to the Company's 2008 Incentive Compensation Plan. This award is scheduled to vest in one-third increments on February 2, 2013, February 2, 2014 and February 2, 2015.

(5) The amounts shown in this column are valued based on the aggregate grant date fair value computed in accordance with ASC Topic 718. In accordance with the SEC disclosure rules, the aggregate grant date fair value of the Performance-Based RSUs has been determined based on the probable satisfaction of the performance conditions for those awards. In accordance with ASC Topic 718, the grant date fair value of the 2012 Performance-Based RSU awards is zero because the satisfaction of the required performance conditions was not considered probable as of the grant date. For a discussion of the assumptions related to the valuation for the 2012 RSU awards, see Note 7 to the notes to consolidated financial statements included in Item 8 of the Company's 2012 Form 10-K.

Table of Contents

- (6) In connection with his promotion to Executive Vice President and Chief Financial Officer, the Compensation Committee granted Mr. Rainey (i) an AIP award with a target opportunity of 110% of base salary for the period January 1, 2012 to April 15, 2012 and 125% of base salary for the period April 16, 2012 through year end and (ii) additional long-term incentive compensation awards. The Compensation Committee met to review Mr. Rainey's compensation on April 15, 2012 and granted the indicated awards effective upon Mr. Rainey's election by the Board, which occurred on April 16, 2012.
- (7) All of the 2012 awards granted to Mr. Rowe were forfeited upon his resignation from the Company. He did not and will not receive any payment with respect to these awards.

**Narrative to 2012 Summary Compensation Table and Grants of Plan-Based Awards for 2012 Table**

The following is a description of material factors necessary to understand the information disclosed in the 2012 Summary Compensation Table and the Grants of Plan-Based Awards for 2012 table.

***Employment Agreements***

We have employment agreements with each of our named executive officers that were entered in October 2010 in connection with the Merger, with the exception of the agreement with Mr. Rainey, which replaced his prior employment agreement and was entered in April 2012 in connection with his promotion to Executive Vice President and Chief Financial Officer. Mr. Smisek's employment agreement has an initial three year term expiring September 30, 2013 and the employment agreements for each of our other named executive officers had an initial term that expired on September 30, 2012 (the second anniversary of the Merger). Each of the agreements renews automatically for additional one-year periods at the end of the initial term and each subsequent term unless notice of non-renewal is provided. The agreements otherwise expiring on September 30, 2012 were renewed.

The following describes the material terms of the employment agreements with our named executive officers:

***Annual base salary.*** The agreements specify that the executive's base salary may not be reduced unless the reduction is the result of a generally applicable reduction imposed on substantially all of the officers of UAL and its affiliates, and in an amount proportionate to the reduction for other officers at substantially the same level as the applicable executive. The 2012 year-end salary levels for each of the continuing named executive officers are set forth in the CD&A.

***Annual bonus.*** Each of our named executive officers is entitled to participate in the Company's annual cash bonus programs maintained for senior management. Mr. Smisek's agreement provides that his annual bonus target opportunity will be equal to 150% of his annual base salary, and may range from 75% to 200% of base salary depending on the achievement of entry, target and stretch goals. For 2012, the Compensation Committee structured Mr. Smisek's Annual Incentive Program award with the stretch opportunity set as a multiple of the target level opportunity, consistent with the award structure for the remainder of the officer group. The employment agreements for the remaining named executive officers specified the annual target incentive compensation opportunity for the first year of the agreement. Mr. Rainey's agreement provided him a 2012 annual incentive target opportunity equal to 110% of his base salary earned from January 1, 2012 to April 15, 2012 and 125% of his salary earned from April 16, 2012 to December 31, 2012. The 2012 AIP award levels for each of the named executive officers are set forth below under "Annual Incentive Awards" and in the CD&A.

***Long-term incentive plans.*** Each of our named executive officers is eligible to receive grants under our long-term incentive plans at the discretion of the Compensation Committee.

***Other benefit arrangements.*** Each of our named executive officers is entitled to participate in all employee benefit plans, policies and programs maintained by the Company or its affiliates for similarly situated employees, including the Officer Travel Policy. Benefits provided in 2012 are identified in a footnote to the "All Other Compensation" column of the 2012 Summary Compensation Table.





Table of Contents

**Relocation assistance.** For the period October 1, 2010 through October 1, 2012, the Company provided Mr. Smisek with an aggregate housing allowance of up to \$15,000 per month. The Company's Merger relocation benefits are referenced in "Other Compensation Components Perquisites" section of the CD&A and benefits provided in 2012 are included in the "All Other Compensation" column of the 2012 Summary Compensation Table.

**Severance benefits.** Each named executive officer is entitled to certain benefits upon qualifying terminations of employment. The extent and nature of these benefits are described below under "Potential Payments Upon Termination or Change in Control." Mr. Smisek's employment agreement includes a life insurance benefit in an amount equal to the cash severance that he would be entitled to receive upon certain involuntary termination events. The premium associated with this policy is included in the "All Other Compensation" column of the 2012 Summary Compensation Table.

**Frozen SERP.** At the time of the Merger, Messrs. Smisek, Compton, Bonds and Rowe each agreed to freeze the supplemental executive retirement plan ("SERP") benefits contained in his prior employment agreement with Continental. The terms of Mr. Smisek's frozen SERP benefit are set forth in his employment agreement and Messrs. Compton, Bonds and Rowe each entered separate agreements to set forth the terms of the frozen SERP benefit. Details of the frozen SERP benefits are described below under "2012 Pension Benefits Table" and "Narrative to Pension Benefits Table." The SERP benefits were frozen as of December 31, 2010, and Messrs. Smisek, Compton, Bonds and Rowe have not received any adjustment to considered earnings nor additional service credit since such date.

**Excise tax indemnification.** Messrs. Smisek, Compton, Bonds and Rowe were parties to employment agreements with Continental that provided tax indemnification with respect to any excise taxes arising under sections 280G and 4999 of the Code. The Continental Airlines, Inc. Incentive Plan 2000 provided similar tax indemnification for awards granted under that plan, including pre-Merger awards granted to Mr. Rainey in 2008 and 2009. In order to persuade each of these officers to continue with the Company following the Merger, we agreed to grandfather these tax indemnification benefits solely with respect to the Merger transaction. Mr. Rainey received this grandfathered plan indemnity for excise taxes arising under the 2008 and 2009 pre-Merger awards and was personally responsible for the excise tax liabilities arising under the pre-Merger awards granted to him by Continental in 2010. The amount of the tax indemnity provided to Mr. Rainey in 2012 is included in the "All Other Compensation" column of the 2012 Summary Compensation Table. No excise taxes have or will be incurred by the other named executive officers in connection with the Merger. Except as noted above with respect to grandfathered indemnity relating to the 2010 Merger, the employment agreements provide that in the event the officer receives any "excess parachute payments" (within the meaning of sections 280G and 4999 of the Code), the officer will have to either pay the excise tax without any assistance from the Company or have the payments reduced, if it would be more favorable to the officer on an after-tax basis.

Effective April 15, 2012, Mr. Rowe resigned from the Company to join another company. The benefits available to Mr. Rowe following his resignation of employment are described below under "Potential Payments Upon Termination or Change in Control."

**Annual Incentive Awards**

As discussed in the CD&A, during 2012, each of the named executive officers participated in the United Continental Holdings, Inc. Annual Incentive Program (the "AIP"), an annual cash incentive plan adopted pursuant to the Company's Incentive Plan 2010.

Table of Contents

The 2012 AIP individual target level opportunities for each of the named executive officers were expressed as a percentage of the executives' base salary earned during the year as follows: Mr. Smisek 150%; Mr. Rainey 110% (for the period prior to April 16, 2012) and 125% (effective for the period beginning April 16, 2012 in connection with his promotion to Executive Vice President and Chief Financial Officer); Mr. McDonald 135%; Mr. Compton 135%; Mr. Bonds 125%; and Mr. Rowe 135%. The 2012 AIP award opportunities were expressed as follows: entry 50% of targeted value; target 100% of targeted value; and stretch 200% of targeted value. Based on 2012 performance, these awards were settled between the entry and target levels (approximately 70.9% of the target award value) and were paid in the first quarter of 2013. Pursuant to the terms of Mr. Smisek's employment agreement, Mr. Smisek's stretch AIP opportunity is referenced as 200% of his base salary earned during the year, however, the Committee exercised its discretion to structure Mr. Smisek's 2012 award in a manner consistent with the remainder of the officer group. Accordingly, Mr. Smisek's 2012 AIP award is expressed as a multiple of his target award opportunity rather than base salary. Please see "2012 Key Compensation Components Annual Incentive Awards" in the CD&A above for further information regarding operation of the AIP, including the 2012 performance measures.

**2012 Long-Term Incentive Awards**

As discussed in the CD&A, during 2012, each of the named executive officers received the following long-term incentive awards:

Long-Term Relative Performance Awards (cash settled)

Performance-Based RSU Awards (cash settled)

Restricted Share Awards

Each of these awards is structured with a three-year performance or vesting period. For discussion regarding the establishment of the 2012 opportunity levels, see "Compensation Discussion and Analysis" above. Please see "2012 Key Compensation Components 2012 Long-Term Incentive Awards" in the CD&A above for further information regarding the long-term incentive awards, including applicable performance measures.

**Long-Term Relative Performance Awards.** The Compensation Committee adopted the United Continental Holdings, Inc. Long-Term Relative Performance ("LTRP") Program in 2011, pursuant to the provisions of the Company's Incentive Plan 2010. The 2012 LTRP Program awards measure and reward performance based on the Company's cumulative pre-tax margin for the January 1, 2012 through December 31, 2014 performance period as compared with an industry peer group. Participants must remain continuously employed through the end of the performance period to receive a payment, with limited exceptions for pro-rata payments in the case of death, disability, retirement and certain involuntary termination events.

**Performance-Based RSUs.** The Compensation Committee adopted the United Continental Holdings, Inc. Performance-Based RSU Program (the "RSU Program") in 2011, pursuant to the provisions of the Company's 2008 Incentive Compensation Plan. In order to vest, the 2012 RSU Program awards require the Company to achieve specified levels of ROIC relative to the Company's cost of capital over the January 1, 2012 through December 31, 2014 performance period. The number of RSUs that become vested under the RSU Program increases as the Company's ROIC for the performance period exceeds the target level ROIC. The payment with respect to a vested Performance-Based RSU may not exceed the maximum payment amount established by the Compensation Committee (\$48.18 per share, which amount is equal to two times the closing price of the Company's Common Stock on the date of the meeting establishing the performance conditions for the 2012 awards).

Table of Contents

Participants must remain continuously employed through the end of the performance period to receive a payment, with limited exceptions for pro-rata payments in the case of death, disability, retirement and certain involuntary termination events. For the named executive officers, the grant date fair value of the 2012 Performance-Based RSUs is determined for purposes of the 2012 Summary Compensation Table and the Grants of Plan-Based Awards for 2012 table based on the probable satisfaction of the performance conditions. In accordance with ASC topic 718, the grant date fair value of the Performance-Based RSUs is reported as zero because the satisfaction of the required performance conditions was not considered probable as of the grant date.

**Restricted Share Awards.** The final one-third of the 2012 long-term incentive opportunity was delivered in the form of restricted share awards granted pursuant to the Company's 2008 Incentive Compensation Plan. These shares are scheduled to vest in one-third increments on February 2, 2013, 2014 and 2015, subject to continued employment through each vesting date. The 2012 restricted share awards vest in full upon the holder's death or disability. The holder of restricted shares will be eligible to receive any dividends or other distributions paid or distributed with respect to the restricted shares at the time the restricted shares vest, if at all.

Table of Contents

**Outstanding Equity Awards at 2012 Fiscal Year-End**

The following table presents information regarding the outstanding equity awards held by each named executive officer as of December 31, 2012. In accordance with SEC reporting requirements, the year-end number of equity incentive plan award shares, units or other rights that have not vested and the related payout value is based on achieving the entry or threshold performance goal, except if 2012 performance has exceeded the threshold level, in which case the disclosure is based on the next higher performance measure (target or maximum) that exceeds the 2012 fiscal year's performance. The final determination of the payout value of each award will be made based upon the achievement of the

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Table of Contents

specified performance conditions and the value of the Company's Common Stock at the time of vesting.

Name	Option Awards				Stock Awards			Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Exercisable	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards; Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
<b>Jeffery Smisek</b>					14,000(1)	493,080(5)		
					17,500(1)	616,350(5)		
					38,333(1)	1,350,100(5)		
					87,126(2)	2,037,006(6)		
					130,068(3)	3,040,990(6)		
							257,828(8)	6,028,019(11)
							162,585(9)	3,801,237(11)
							158,664(10)	3,709,564(12)
<b>John Rainey</b>					5,500(1)	193,710(5)		
					8,333(1)	293,500(5)		
					8,333(1)	293,500(5)		
					4,927(2)	115,193(6)		
					17,363(3)	405,947(6)		
							18,476(8)	431,969(11)
							21,704(9)	507,440(11)
							16,860(10)	394,187(12)
<b>Peter McDonald</b>	43,867	34.18	1/31/2016					
	43,868	35.91	1/31/2016					
	43,868	35.65	1/31/2016					
					16,867(4)	376,640(7)		
					14,846(2)	347,099(6)		
					23,385(3)	546,741(6)		
							55,672(8)	1,301,611(11)
							29,231(9)	683,421(11)
							59,499(10)	1,391,087(12)
<b>James Compton</b>					16,702(2)	390,493(6)		
					26,152(3)	611,434(6)		
							62,630(8)	1,464,289(11)
							32,690(9)	764,292(11)
							59,499(10)	1,391,087(12)
<b>Michael Bonds</b>					8,334(1)	293,500(5)		
					10,833(1)	381,550(5)		
					10,833(1)	381,550(5)		
					10,207(2)	238,640(6)		
					16,088(3)	376,137(6)		
							38,274(8)	894,846(11)
							20,110(9)	470,172(11)
							49,582(10)	1,159,227(12)
<b>Zane Rowe</b> (13)								

(1) Represents the remaining one-third of Continental profit-based RSUs granted in 2008, 2009 and 2010 that were outstanding at the date of the Merger and which included "double-trigger" provisions. Upon the Merger closing, performance targets for these awards were deemed satisfied at 150% (the

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pre-determined level established by the Continental Human Resources Committee at the time the awards were granted). The profit-based RSUs held by Messrs. Smisek, Rainey and Bonds required continued employment, subject to limited exceptions, and were paid on the remaining regular payment date (March 1, 2013). Mr. Rowe forfeited his outstanding profit-based RSUs upon his resignation from the Company.

(2)

Represents restricted shares granted on February 25, 2011, which vest in one-third increments on February 25, 2012, 2013 and 2014.

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### Table of Contents

- (3) Represents restricted shares granted on February 2, 2012, which vest in one-third increments on February 2, 2013, 2014 and 2015.
- (4) Represents the unvested portion of RSU awards granted to Mr. McDonald prior to the Merger. This award vested on April 1, 2013.
- (5) The value of the profit-based RSUs held by Messrs. Smisek, Rainey and Bonds is calculated based on the number of unvested RSUs as of December 31, 2012 multiplied by \$23.48, the average closing price of Continental common stock for the 20 trading days prior to the Merger, which is the fixed value of the profit-based RSUs, and multiplied by 150%, the level of performance deemed achieved upon the Merger.
- (6) Market value is calculated based on the number of restricted shares held as of December 31, 2012 multiplied by the closing share price of the Common Stock on December 31, 2012, which was \$23.38 per share.
- (7) The value of the pre-Merger RSUs held by Mr. McDonald is calculated based on the number of unvested RSUs as of December 31, 2012 multiplied by \$22.33, the average closing price of the Common Stock for the 20 trading days prior to the Merger, which is the fixed value of the RSUs.
- (8) Represents the 2011 Performance-Based RSU awards assuming that the awards achieve the stretch level of performance. Vesting of these awards remains subject to achievement of specified performance conditions over the January 1, 2011 through December 31, 2013 performance period.
- (9) Represents the 2012 Performance-Based RSU awards assuming that the awards achieve the target level of performance (which is equal to the threshold or entry level for these awards). Vesting of these awards remains subject to achievement of specified performance conditions over the January 1, 2012 through December 31, 2014 performance period.
- (10) Represents the Merger Incentive RSUs relating to the achievement of joint collective bargaining agreements (10% of total target award and valued assuming that this portion of the award achieves the threshold or entry level of performance) and Merger revenue and cost synergies (60% of total target award and valued assuming that this portion of the award achieves the stretch level of performance). Vesting of these awards remains subject to achievement of specified performance conditions over the January 1, 2011 through December 31, 2013 performance period.
- (11) The value of the unvested Performance-Based RSUs is calculated based on the number of unvested RSUs as of December 31, 2012 that represent the level of performance as reflected in footnotes 8 and 9 above, multiplied by the Common Stock closing share price on December 31, 2012, which was \$23.38 per share. Vested Performance-Based RSUs will be settled based on the average closing price of the Common Stock over the 20 trading days at the end of the performance period, but may not exceed the maximum payment amount established by the Compensation Committee. The 20-day average closing price as of December 31, 2012 was \$22.19 per share.
- (12) The value of the unvested Merger Incentive RSUs is calculated based on the number of unvested RSUs as of December 31, 2012 that represent the level of performance as reflected in footnote 10 multiplied by the Common Stock closing share price on December 31, 2012, which was \$23.38 per share. Vested Merger Incentive RSUs will be settled based on the 20-day average closing price of the Company's Common Stock either immediately prior to the vesting date or, as applicable, on the last day of the month in which the Merger milestone is achieved, but may not exceed the maximum payment amount established by the Compensation Committee. The 20-day average closing price of the Common Stock as of December 31, 2012 was \$22.19 per share.
- (13) Mr. Rowe forfeited all of his outstanding awards in connection with his resignation from the Company.

Table of Contents**Option Exercises and Stock Vested for 2012**

The following table presents information regarding the exercise of stock options and the vesting of restricted share and RSU awards during 2012.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(1)	Value Realized on Exercise (\$)(1)	Number of Units Vesting (#)	Value Realized on Vesting (\$)
<b>Jeffery Smisek</b>			43,563(2)	889,121(2)
			50,080(3)	1,025,138(3)
			69,833(4)	2,459,530(4)
<b>John Rainey</b>			2,463(2)	50,270(2)
			5,320(3)	108,900(3)
			22,166(4)	780,710(4)
<b>Peter McDonald</b>	31,000	530,760		
			7,423(2)	151,503(2)
			18,780(3)	384,427(3)
			37,534(5)	838,134(5)
<b>James Compton</b>			8,350(2)	170,424(2)
			18,780(3)	384,427(3)
<b>Michael Bonds</b>			5,103(2)	104,152(2)
			15,650(3)	320,356(3)
			30,000(4)	1,056,600(4)
<b>Zane Rowe</b>			8,350(2)	170,424(2)
			18,780(3)	384,427(3)
			37,667(4)	1,326,620(4)

- (1) Represents the exercise of pre-Merger option awards. For option awards exercised, value realized on exercise was calculated by multiplying the number of shares acquired upon exercise of the option by the excess of the market price of the underlying securities on the date of exercise over the exercise price of the option.
- (2) Represents the vesting of one-third of the restricted shares granted on February 25, 2011 and valued based on the closing price of the Company's common stock on February 25, 2012 (\$20.41).
- (3) Represents Merger Incentive RSUs that vested in connection with the Company's achievement in early March 2012 of a single passenger service system ("PSS") and combined loyalty program, MileagePlus. Payments were made in April 2012 based on the 20-day average closing price of the Company's Common Stock prior to March 31, 2012 (\$20.47). Each of these milestones under the Merger Incentive RSU award represents 10% of the total targeted award value, and was paid at the maximum level (150%) based on the Company's achievement of these Merger milestones prior to March 31, 2012.
- (4) Represents pre-Merger profit-based RSU awards paid in March 2012 at \$23.48, the average closing price of Continental common stock for the 20 trading days prior to the Merger, which is the fixed value of the profit-based RSUs, multiplied by the number of RSUs and multiplied by 150%, the level of performance deemed achieved upon the Merger. This represents payment for one-third of the profit-based RSUs held at the date of the Merger by Messrs. Smisek, Rainey, Bonds and Rowe.





Table of Contents

Mr. Compton's pre-Merger profit-based RSU awards were previously paid as a result of his retirement eligibility at the time of the Merger.

- (5) Represents pre-Merger RSU awards which were paid in April 2012 at \$22.33, the average closing price of the Company's Common Stock for the 20 trading days prior to the Merger, which is the fixed value of these RSUs.

**2012 Pension Benefits Table**

Prior to the Merger, Continental maintained supplemental executive retirement plan ("SERP") benefits for Messrs. Smisek, Compton, Bonds and Rowe that provide an annual retirement benefit expressed as a percentage of the executives' final average compensation. The SERP is not an element of the Company's post-Merger compensation program and was frozen or phased out for the continuing Continental executives. The SERP benefit for Messrs. Smisek, Compton, Bonds and Rowe was frozen as of December 31, 2010. The final average compensation used for calculating the SERP benefit values for each of these officers will be based on their compensation from Continental, UAL or its affiliates as of December 31, 2010, and none of the officers will receive additional service credit for purposes of the SERP benefit after December 31, 2010. The following table sets forth information as of December 31, 2012 for the continuing Continental named executive officers concerning the present value of his accumulated benefits under (i) the Continental Airlines Retirement Plan ("CARP") and (ii) the SERP. The SERP amounts shown in this proxy statement reflect an estimated Medicare tax indemnification that is expected to be paid by the Company in the year the named executive officer retires or terminates, with the exception that Mr. Rowe's SERP amount does not include the Medicare tax indemnification because it was paid to him in 2012.

Name	Plan Name	Number of Years of Credited Service (#)(1)	Present Value of Accumulated Benefit (\$)(2)	Payments During Last Fiscal Year (\$)
Jeffery Smisek	CARP	17.8	421,931	0
	SERP	26.0	11,609,123	0
John Rainey	CARP	15.6	180,520	0
	SERP	N/A	N/A	0
James Compton	CARP	17.9	402,019	0
	SERP	16.0	4,014,346	0
Michael Bonds	CARP	17.9	298,679	0
	SERP	5.6	600,717	0
Zane Rowe	CARP	18.9	218,032	0
	SERP	4.4	217,079	2,944

- (1) Years of credited service recognized under the SERP differ from actual service with the Company. Actual Company service (including Continental service) is shown with respect to the CARP.
- (2) The present value is based on the benefit accrued as of the measurement date and does not assume any future accrual of credited service or compensation increases. The assumptions used to calculate the present value of accumulated benefits under CARP and SERP, including those shown in the 2012 Summary Compensation Table, are set forth in the table below. These assumptions are primarily the same as those used for pension plan accounting under FASB ASC Topic 715-20 "Compensation Retirement Benefits Defined Benefit Plans General" ("ASC 715-20"), as of each measurement date with three exceptions: pre-retirement mortality, pre-retirement turnover, and the age at which participants are assumed to retire.
- (3) Mr. Rowe resigned as Executive Vice President and Chief Financial Officer effective April 15, 2012 and terminated employment effective May 7, 2012. The years of credited service shown for the CARP and SERP are through his termination date. Mr. Rowe is eligible to begin receiving an annuity from CARP as early as November 1, 2020. The payment of \$2,944 made during 2012 is for Mr. Rowe's Medicare tax indemnity. Mr. Rowe will receive his frozen SERP benefit as a lump sum payment on November 1, 2030.

Table of Contents**Narrative to Pension Benefits Table**

Assumption	Measurement Date			
	10/1/2010	12/31/2010	12/31/2011	12/31/2012
Discount Rate:				
CARP	5.34%	5.59%	5.21%	4.26%
SERP	5.34%	5.59%	4.92%	4.20%
Lump Sum Interest Rate:				
CARP	5.19%	5.44%	5.21%	4.26%
SERP	5.34%	5.59%	4.92%	4.20%
Lump Sum Election	100%	100%	100%	100%
Pre-retirement Turnover	None	None	None	None
Mortality Assumption:				
Pre-retirement	None	None	None	None
Lump Sum	2010 IRS 417(e) Table	2011 IRS 417(e) Table	2012 IRS 417(e) Table	2013 IRS 417(e) Table
Assumed Retirement Age (earliest unreduced age):				
CARP	Age 65	Age 65	Age 65	Age 65
SERP	Age 60	Age 60	Age 60	Age 60

**CARP.** The CARP is a non-contributory, defined benefit pension plan in which substantially all of Continental's non-pilot domestic employees (including Messrs. Smisek, Rainey, Compton, Bonds and Rowe) are entitled to participate. In addition, Continental maintains the Continental Pilots Retirement Plan ("CPRP") for its pilots, which is also a non-contributory defined benefit plan. Effective May 31, 2005, no additional benefit accruals occur under the CPRP for pilot employees. Instead, retirement benefits accruing in the future are provided through two pilot-only defined benefit contribution plans. During 2012, Continental contributed \$208 million to its tax qualified defined benefit pension plans, including \$158 million contributed to CARP and \$50 million contributed to CPRP.

The CARP benefit is based on a formula that utilizes final average compensation and service while one is an eligible employee of Continental. Compensation used to determine benefits is regular pay, which includes salary deferral elections under broad-based employee programs (such as Continental's 401(k) plan), but excludes bonuses, taxable income derived from group term life insurance, payments pursuant to profit sharing plans, and any form of non-cash or incentive compensation. A limit of \$170,000 is applied to each year of compensation. Final average compensation is based on five consecutive calendar years of the ten most recent calendar years of employment. The final average compensation used to calculate the December 31, 2012 CARP benefit present value for Messrs. Smisek, Rainey, Compton and Bonds is \$170,000. Mr. Rowe's final average compensation as of his termination date was \$170,000.

The benefit under the CARP is calculated as (A) times (B), where:

- (A) is 1.19% of final average compensation plus 0.45% of the final average compensation in excess of the participant's average Social Security wage base; and

(B) is credited service, limited to 30 years.

Normal retirement under the CARP is age 65, but a participant is entitled to receive a reduced benefit after attaining either age 55 with 10 years of service or age 50 with 20 years of service. The early retirement benefit is the same as the normal retirement benefit, but actuarially reduced from age 65 to the early retirement age.

Table of Contents

The CARP benefit can be received as a single life annuity or an actuarially equivalent contingent annuity with 50%, 66<sup>2</sup>/<sub>3</sub>%, 75%, or 100% of the participant's payments continuing for the life of the surviving spouse following the participant's death, or as an actuarially equivalent lump sum. The lump sum payment option is not available if the participant terminates before being eligible for either normal or early retirement.

**Frozen SERP.** The SERP benefits originally were granted in connection with Messrs. Smisek, Compton, Bonds and Rowe's employment agreements with Continental and will be offset by amounts paid or payable under the CARP. These benefits are not protected from bankruptcy, are subject to the rights of creditors of the Company, and are not protected by the Pension Benefit Guaranty Corporation. Continental provided the SERP benefits to address the compensation limits under CARP and to encourage retention by enhancing the financial value of continued employment with Continental. As stated above, as of December 31, 2010, SERP benefits were frozen for Messrs. Smisek, Compton, Bonds and Rowe.

Payouts under the SERP are based on final average compensation and credited years of service, which were frozen as of December 31, 2010 for Messrs. Smisek, Compton, Bonds and Rowe. Under the SERP, final average compensation means the greater of a specified minimum amount or the average of the participant's highest five years of compensation during their last ten calendar years through 2010. For purposes of such calculation, compensation includes salary and cash bonuses but excludes certain stay bonus amounts, any termination payments, payments under the Continental Officer Retention and Incentive Award Program (which has been terminated), proceeds from awards under any option or stock incentive plan and any cash awards paid under a long term incentive plan. The final average compensation used to calculate the December 31, 2012 SERP benefit present value is \$1,279,909 for Mr. Smisek; \$789,860 for Mr. Compton; \$557,112 for Mr. Bonds; and \$484,460 for Mr. Rowe.

Credited years of service recognized under the SERP began January 1, 1995 for Mr. Smisek; January 1, 2001 for Mr. Compton; June 16, 2005 for Mr. Bonds; and September 6, 2006 for Mr. Rowe. Mr. Smisek and Mr. Compton received additional credited years of service under the SERP for each actual year of service during a specific period of time as follows: from 2000 through 2004, two additional years of each year of service for Mr. Smisek; from 2001 through 2006, one additional year for each year of service of Mr. Compton. This additional service credit was provided as a retention incentive. The portion of the Present Value of Accumulated Benefits attributable to years of service credited under the SERP that are in excess of actual years worked while participating in the SERP are as follows: \$4,687,421 for Mr. Smisek and \$1,613,115 for Mr. Compton.

The benefit under the SERP is defined as a single life annuity, which is (a) times (b) minus (c), where:

- (a) is 2.50% of final average compensation;
- (b) is credited service; and
- (c) is the benefit payable from the CARP.

The Company will increase the amount for the executive's portion of any Medicare payroll tax incurred in connection with the SERP payout (plus income taxes on such indemnity payment). This Medicare tax indemnity is expected to be paid in the year the executive terminates.

Normal retirement under the SERP is age 60, but an officer is entitled to receive a reduced benefit upon the earlier of attaining age 55 or completing 10 years of actual service under the SERP. The benefit is payable as a lump sum, which is the actuarial equivalent of the single life annuity benefit payable at age 60.

The lump sum is calculated using the same mortality table that is used in the CARP (currently the IRS prescribed 417(e) table). It is also calculated using an interest rate that is the average of the

Table of Contents

Moody's Aa Corporate Bond rate for the three month period ending on the last day of the second month preceding payment.

**Potential Payments Upon Termination or Change in Control**

This section quantifies and describes potential payments that may be made to Messrs. Smisek, Rainey, McDonald, Compton and Bonds and our potential costs associated with providing them certain additional benefits that would be provided at, following, or in connection with certain terminations of employment or upon a change in control of the Company assuming that such event had occurred on December 31, 2012. For Mr. Rowe, this section describes and provides an estimated cost of his separation benefits. Mr. Rowe resigned as Chief Financial Officer effective April 15, 2012 to join another company.

The Company has entered into employment agreements and maintains certain plans that require the Company to pay compensation and provide certain benefits to the named executive officers following, or in connection with, a qualifying termination of employment or a change in control of the Company. The material terms and conditions relating to these payments and benefits in effect on December 31, 2012 are described in the narrative following the tables below.

This section does not quantify or include a description of the payments that would be made under the Company's Annual Incentive Program for 2012 upon certain qualifying terminations of employment or a change in control of the Company as the 2012 awards under such program were earned as of the last business day of the year. In addition, no additional amounts are included with respect to the pre-Merger LTIP awards held by Messrs. Smisek, Rainey, Compton and Bonds as the payments of these awards also were earned as of the last business day of the year. Please see the Non-Equity Incentive Plan Compensation column of the 2012 Summary Compensation Table and the footnote thereto for information regarding (i) the amounts paid to each continuing named executive officer under the 2012 Annual Incentive Program and (ii) the amounts paid to Messrs. Smisek, Rainey, Compton and Bonds under the pre-Merger LTIP awards for the performance period January 1, 2010 through December 31, 2012.

Table of Contents*Estimate of Potential Payments and Benefits to Messrs. Smisek, Rainey, McDonald, Compton and Bonds*

Type of Payment or Benefit	Estimate of Mr. Smisek's Potential Post-Employment Payments and Benefits					Change In Control With Qualifying Event (\$)
	Retirement (\$)	Death (\$)	Disability (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason (\$)	Change In Control (\$)	
<b>Cash Severance</b>				4,875,000		4,875,000
<b>Long-Term Incentives</b>						
Profit-Based RSUs (pre-Merger)		2,459,530	2,459,530	2,459,530		2,459,530
2011 LTRP Award	1,866,667	2,800,000	2,800,000	2,800,000		2,800,000
2012 LTRP Award	1,044,445	1,044,445	1,044,445	1,044,445		1,044,445
2011 Performance-Based RSUs	2,009,340	3,014,009	3,014,009	3,014,009		3,014,009
2012 Performance-Based RSUs	1,267,079	1,267,079	1,267,079	1,267,079		1,267,079
2011 Restricted Shares		2,037,006	2,037,006	2,037,006		2,037,006
2012 Restricted Shares		3,040,990	3,040,990	1,013,663		3,040,990
<b>Merger Incentive RSUs</b>		3,709,564	3,709,564	3,709,564	2,733,216	2,733,216
<b>Health and Welfare Benefits</b>						
Continuation of Health & Welfare Benefits	203,290	127,475	203,290	203,290		203,290
Continuation of Life Insurance Benefit	3,005		3,005	3,005		3,005
<b>Perquisites and Tax Payments</b>						
Outplacement Services				18,000		18,000
Flight Benefits	85,029	85,029	85,029	85,029		85,029
Tax Indemnification on Flight Benefits	427,872	427,872	427,872	427,872		427,872

Table of Contents

## Estimate of Mr. Rainey's Potential Post-Employment Payments and Benefits

Type of Payment or Benefit	Resignation without Good Reason (\$)	Death (\$)	Disability (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason (\$)	Change In Control (\$)	Change In Control With Qualifying Event (\$)
<b>Cash Severance</b>				3,375,000		3,375,000
<b>Long-Term Incentives</b>						
Profit-Based RSUs (pre-Merger)		780,710	780,710	780,710		780,710
280G Tax Indemnity on 2008 and 2009 pre-Merger						
Profit-Based RSUs		29,770	29,770	29,770		29,770
LTRP Award (2011 and 2012)		251,662	251,662			251,662
Performance-Based RSUs (2011 and 2012)		313,136	313,136			313,136
Restricted Shares (2011 and 2012)		521,140	521,140			521,140
<b>Merger Incentive RSUs</b>		193,618	193,618			193,618
<b>Health and Welfare Benefits</b>						
Continuation of Health & Welfare Benefits				67,575		67,575
Continuation of Life Insurance Benefit				5,956		5,956
<b>Perquisites and Tax Payments</b>						
Outplacement Services				18,000		18,000
Flight Benefits	71,171	71,171	71,171	71,171		71,171

## Estimate of Mr. McDonald's Potential Post-Employment Payments and Benefits

Type of Payment or Benefit	Retirement (\$)	Death (\$)	Disability (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason (\$)	Change In Control (\$)	Change In Control With Qualifying Event (\$)
<b>Cash Severance</b>				3,995,000		3,995,000
<b>Long-Term Incentives</b>						
RSUs Accelerated Awards (pre-Merger)		376,640	376,640	376,640	376,640	376,640
LTRP Award (2011 and 2012)	543,333	543,333	543,333			543,333
Performance-Based RSUs (2011 and 2012)	661,677	661,677	661,677			661,677
Restricted Shares (2011 and 2012)		893,840	893,840			893,840
<b>Merger Incentive RSUs</b>		683,319	683,319		683,319	683,319
<b>Health and Welfare Benefits</b>						
Continuation of Health & Welfare Benefits				21,400		21,400
Continuation of Life Insurance Benefit				34,316		34,316
<b>Perquisites and Tax Payments</b>						
Outplacement Services				18,000		18,000
Flight Benefits	38,032	38,032	38,032	38,032		38,032
Tax Indemnification on Flight Benefits	237,319	237,319	237,319	237,319		237,319



Table of Contents**Estimate of Mr. Compton's Potential Post-Employment Payments and Benefits**

Type of Payment or Benefit	Retirement (\$)	Death (\$)	Disability (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason (\$)	Change In Control (\$)	Change In Control With Qualifying Event (\$)
<b>Cash Severance</b>				4,112,500		4,112,500
<b>Long-Term Incentives</b>						
LTRP Award (2011 and 2012)	610,000	610,000	610,000			610,000
Performance-Based RSUs (2011 and 2012)	742,861	742,861	742,861			742,861
Restricted Shares (2011 and 2012)		1,001,927	1,001,927			1,001,927
<b>Merger Incentive RSUs</b>		683,319	683,319		683,319	683,319
<b>Health and Welfare Benefits</b>						
Continuation of Health & Welfare Benefits				69,800		69,800
Continuation of Life Insurance Benefit				20,536		20,536
<b>Perquisites and Tax Payments</b>						
Outplacement Services				18,000		18,000
Flight Benefits	60,897	60,897	60,897	60,897		60,897
Tax Indemnification on Flight Benefits	319,037	319,037	319,037	319,037		319,037
Automobile	89,583	89,583	89,583	89,583		89,583

**Estimate of Mr. Bond's Potential Post-Employment Payments and Benefits**

Type of Payment or Benefit	Resignation without Good Reason (\$)	Death (\$)	Disability (\$)	Involuntary Termination without Cause or Voluntary Termination for Good Reason (\$)	Change In Control (\$)	Change In Control With Qualifying Event (\$)
<b>Cash Severance</b>				2,812,500		2,812,500
<b>Long-Term Incentives</b>						
Profit-Based RSUs (pre-Merger)		1,056,600	1,056,600	1,056,600		1,056,600
LTRP Award (2011 and 2012)		373,629	373,629			373,629
Performance-Based RSUs (2011 and 2012)		455,006	455,006			455,006
Restricted Shares (2011 and 2012)		614,777	614,777			614,777
<b>Merger Incentive RSUs</b>		569,412	569,412		569,412	569,412
<b>Health and Welfare Benefits</b>						
Continuation of Health & Welfare Benefits				61,450		61,450
Continuation of Life Insurance Benefit				9,722		9,722
<b>Perquisites and Tax Payments</b>						
Outplacement Services				18,000		18,000
Flight Benefits	122,557	122,557	122,557	122,557		122,557
Tax Indemnification on Flight Benefits	466,776	466,776	466,776	466,776		466,776



Table of Contents**Termination for "Cause"**

Upon a termination for "cause," our named executive officers are not entitled to any additional payments or benefits. However, upon any termination of employment, including a termination for "cause," the named executive officers who came from Continental would retain their frozen SERP benefits. The value of these benefits as of December 31, 2012 are set forth in the 2012 Pension Benefits Table and the benefits are described under " Narrative to Pension Benefits Table." This is a frozen benefit and there is no enhancement of this benefit under any separation scenario. The SERP benefit payable is not affected by the cause of termination, other than death. Assuming a termination on December 31, 2012 other than due to death, the lump sum benefit payable to such officers would be as follows: Mr. Smisek \$12,456,968; Mr. Compton \$4,333,414; and Mr. Bonds \$937,085. Upon a termination other than due to death, the lump sum benefit would be payable as follows: for Messrs. Smisek and Compton, partially on January 1, 2013 and partially on July 1, 2013; and for Mr. Bonds, on June 1, 2020. Assuming a termination on December 31, 2012 due to death, the lump sum benefit would be as follows: Mr. Smisek \$5,835,738; Mr. Compton \$2,455,033; and Mr. Bonds \$301,426, and in each case the benefit would be payable to the surviving spouse on January 1, 2013. For purposes of these calculations, we have assumed that the lump sum interest rate in effect at the time of payment for those benefits payable after January 1, 2013 will be the same as the assumption currently in effect (3.63%). For the lump sum mortality assumption, we have used the 2013 IRS prescribed 417(e) table.

**Retirement or Resignation without "Good Reason"**

If any of Messrs. Smisek, McDonald or Compton retired on December 31, 2012 (Messrs. Rainey and Bonds were not retirement eligible as of December 31, 2012), or if Messrs. Rainey or Bonds had resigned without "good reason" (as defined in his employment agreement) on December 31, 2012, he would have been entitled to the benefits set forth below. Upon such a termination of employment, Messrs. Smisek, Compton and Bonds would also have been entitled to their frozen SERP benefits described above. Because Messrs. Smisek, McDonald and Compton are retirement eligible, it is assumed that they would choose to retire rather than to resign without "good reason."

***Profit-Based RSUs (pre-Merger).*** No additional amounts would be payable pursuant to the Profit-Based RSUs in connection with a retirement or resignation without "good reason" on December 31, 2012. Mr. Smisek waived his right to receive early payment with respect to the Profit-Based RSUs due to his retirement eligibility.

***LTRP Awards / Performance-Based RSUs.*** Retirement eligible participants who retire receive pro-rated payments under the LTRP awards and the Performance-Based RSUs if and when actively employed participants receive payments based on the Company's actual performance results through the end of the performance period. The performance period for the 2011 awards ends on December 31, 2013 and the performance period for the 2012 awards ends on December 31, 2014. The total potential payment opportunities (without pro-ration) under the 2012 awards granted to Messrs. Smisek, McDonald, and Compton are set forth in the Grants of Plan-Based Awards for 2012 table. Assuming retirement at December 31, 2012, each would be eligible for payment of (i) two-thirds of the 2011 awards based on the Company's actual performance achieved through December 31, 2013 and (ii) one-third of the 2012 awards based on the Company's actual performance achieved through December 31, 2014. As an estimate of the future payment to Messrs. Smisek, McDonald and Compton in connection with his year-end retirement, the termination tables set forth above include (i) two-thirds of the target opportunity under the 2011 LTRP and Performance-Based RSU awards and (ii) one-third of the target opportunity under the 2012 LTRP and Performance-Based RSU awards. The value of each Performance-Based RSU was determined based on the Common Stock closing price on December 31, 2012, which was \$23.38 per share. The Performance-Based RSU Awards

Table of Contents

outstanding at December 31, 2012 are set forth in the Outstanding Equity Awards at 2012 Fiscal Year-End table. No amounts are payable under the LTRP awards or the Performance-Based RSU awards in connection with a voluntary resignation without "good reason" and therefore no amounts have been included for these awards under this scenario for Messrs. Rainey and Bonds.

**Restricted Shares.** The 2011 and 2012 restricted share awards terminate upon retirement or resignation without "good reason."

**Merger Incentive RSUs.** The Merger Incentive RSUs terminate upon retirement or resignation without "good reason."

**Health and Welfare Benefits.** Upon any termination other than for "cause", Mr. Smisek is eligible to receive continued coverage under the Company's welfare benefit plans for himself and his eligible dependents at rates equivalent to those paid by similarly-situated employees who continue in service. Mr. Smisek will receive this benefit until he is eligible for Medicare (but in no event beyond age 65). Upon any termination other than for "cause", Mr. Smisek is eligible to receive continued life insurance benefits. Mr. Smisek receives this benefit until he is eligible for Medicare (but in no event beyond age 65).

**Flight Benefits.** Upon any termination other than for "cause," flight benefits are provided for the remainder of the executive's lifetime, with indemnification for taxes on imputed income (except in the case of Mr. Rainey), subject to an annual limit. Prior to the Merger, United and Continental adopted policies to eliminate tax indemnification for post-separation perquisites provided to officers who were not entitled to such benefits as of the date the respective policy was adopted and therefore Mr. Rainey is not eligible for the post-separation tax indemnity. Each of the other named executive officers had a grandfathered right to these post separation tax reimbursements. Upon death, each executive's survivors will receive a limited flight benefit, which has not been separately valued for purposes of the above tables and is shown at the same value as the other termination scenarios. Mr. Smisek also is entitled to two parking spaces at the Company's hub airports in Houston, Texas and Chicago, Illinois for the remainder of his lifetime. The aggregate current annual cost of these parking spaces is approximately \$1,200, which has not been separately valued for purposes of the above table.

**Automobile.** Upon any termination other than for "cause", Mr. Compton retains the automobile that he was using at the time his employment terminated, which was valued at the year-end book value of the automobile currently provided by the Company.

**Termination Due to Death or Disability**

If a named executive officer was terminated due to death or disability on December 31, 2012, in addition to applicable benefits as described above, he would have been entitled to the following benefits:

**Profit-Based RSUs (pre-Merger).** For Messrs. Smisek, Rainey and Bonds, all outstanding Profit-Based RSUs would vest and be paid in full without proration. The value of each Profit-Based RSU was determined by multiplying the number of units that were unvested as of the date of the triggering event by \$23.48, the average closing price of a share of Continental common stock for the 20 trading days prior to October 1, 2010, and multiplying that amount by 150%, the level of performance deemed achieved upon the Merger.

**Stock Options / RSUs (Pre-Merger).** For Mr. McDonald, all outstanding stock options were exercisable at year-end and the exercise period will be extended to one year from the date of termination. As of December 31, 2012, Mr. McDonald held 16,867 pre-Merger RSUs which would accelerate and vest upon death or disability. The value of each RSU award was determined by multiplying the number of RSUs subject to acceleration by \$22.33, the average



Table of Contents

closing price of a share of Company common stock for the 20 trading days prior to October 1, 2010. This award vested and was paid to Mr. McDonald on April 1, 2013.

**LTRP Awards / Performance-Based RSUs.** For Mr. Smisek, the 2011 LTRP award and the 2011 Performance-Based RSUs vest and become payable (without pro-ration) at the same time as payments are made to other participants, based on actual achievement of performance targets and as if Mr. Smisek had remained employed through the end of the applicable performance period. For Mr. Smisek, the 2012 LTRP award and the 2012 Performance-Based RSUs vest and become payable (on a pro-rated basis) at the same time as payments are made to other participants, based on actual achievement of performance targets and as if Mr. Smisek had remained employed through the end of the applicable performance period. This treatment of Mr. Smisek's incentive compensation awards is specified in his employment agreement. For purposes of the termination tables set forth above, (i) the total target opportunity under the 2011 LTRP and Performance-Based RSU awards and (ii) one-third of the target opportunity under the 2012 LTRP and Performance-Based RSU awards has been included as an estimate of the future payments to Mr. Smisek. The value of each Performance-Based RSU was determined based on the Common Stock closing stock price on December 31, 2012, which was \$23.38 per share.

For Messrs. Rainey, McDonald, Compton and Bonds, the 2011 and 2012 LTRP awards and the 2011 and 2012 Performance-Based RSUs vest at the target level and are paid out immediately on a pro-rata basis. For purposes of the termination tables set forth above, (i) two-thirds of the target opportunity under the 2011 awards and (ii) one-third of the target opportunity under the 2012 awards has been included as an estimate of the payments to Messrs. Rainey, McDonald, Compton and Bonds. The value of each Performance-Based RSU was determined based on the Common Stock closing stock price on December 31, 2012, which was \$23.38 per share.

**Restricted Shares.** The restricted share awards vest in full upon death or disability. The value of each restricted share was determined based on a share price of \$23.38, the closing price of a share of Company common stock on December 31, 2012.

**Merger Incentive RSUs.** For Mr. Smisek, the Merger Incentive RSUs vest and become payable (without pro-ration) at the same time as payments are made to other participants, based on actual achievement of integration goals and as if Mr. Smisek had remained employed through the end of the applicable performance period. For purposes of the termination tables set forth above, the value of Mr. Smisek's Merger Incentive RSUs is based on the outstanding awards as of December 31, 2012 assuming that the awards had achieved the level of performance as set forth in the Outstanding Equity Awards at 2012 Fiscal Year-End table above. For Messrs. Rainey, McDonald, Compton and Bonds, the Merger Incentive RSUs vest at the target level and are paid out immediately on a pro-rata basis. For purposes of the termination tables, the value of each Merger Incentive RSU was determined based on the Common Stock closing share price on December 31, 2012, which was \$23.38 per share.

**Frozen SERP Benefit.** If the executive dies, the surviving spouse is entitled to immediate payment of the SERP benefit in a lump sum. This lump sum payment is the present value of the hypothetical benefit that would be payable if the participant had terminated employment on the date of death, survived until age 60, been entitled to and elected a contingent annuitant option with 50% of the benefit continuing to his surviving spouse at his death, and died the day after benefits commenced. Assuming a date of death of December 31, 2012, the lump sum benefit would be payable on January 1, 2013 and the amounts payable to the beneficiaries of the named executive officers would be as follows: Mr. Smisek \$5,835,738; Mr. Compton \$2,455,033; and Mr. Bonds \$301,426.

Table of Contents

**Health and Welfare Benefits.** In the case of death, the named executive officers' beneficiaries are entitled to receive proceeds of life insurance benefits as determined under the applicable life insurance policies. For Messrs. Rainey, McDonald, Compton and Bonds, this benefit is equal to three times his base salary at the time of death. For Mr. Smisek, there is a life insurance benefit included in his employment agreement which, as of December 31, 2012, provides his beneficiary with a payment equal to \$4,875,000, representing two times the sum of (i) his base salary (\$975,000) and (ii) 150% of his base salary (equivalent to the value of his cash severance). In the case of disability, the named executive officer is eligible to receive monthly benefits under the Company's applicable disability policies. There is no additional cost to the Company associated with payments under these policies and therefore no additional amounts are included in the tables with respect to these policies.

#### **Involuntary Termination Without "Cause" or Voluntary Termination for "Good Reason"**

If any of the named executive officers was terminated by the Company without "cause" or terminated voluntarily for "good reason" (as defined in his employment agreement) on December 31, 2012, in addition to the benefits described above (with the exception of the disability benefits or life insurance payments and except as modified below), he would have been entitled to the following:

**Cash Severance.** A cash severance payment equal to two times the sum of (i) his base salary (Smisek \$975,000, Rainey \$750,000, McDonald \$850,000, Compton \$875,000, and Bonds \$625,000) and, (ii)(a) for Mr. Rainey, target bonus under the annual incentive plan for 2012 (125% of base salary), (b) for Messrs. McDonald, Compton and Bonds, the target percentage under the applicable annual incentive plan for 2011 (135%, 135% and 125%, respectively) multiplied by year-end base salary, or (c) for Mr. Smisek, 150% of his year-end base salary. To the extent permitted under Section 409A of the Code, the severance payment is made in one lump sum payment. If the severance payment is subject to a six-month delay, interest will be paid on the delayed payment.

**LTRP Awards / Performance-Based RSUs.** For Mr. Smisek, the LTRP awards and the Performance-Based RSUs have the same treatment upon involuntary termination without cause or voluntary termination for good reason as is described above upon death or disability. For Messrs. Rainey, McDonald, Compton and Bonds, such awards would be forfeited and no payment would be made with respect to such awards.

**Restricted Shares.** For Mr. Smisek, the 2011 restricted share awards vest in full and the 2012 restricted share awards vest on a pro-rata basis. The value of each restricted share was determined based on a share price of \$23.38, the closing price of a share of Company common stock on December 31, 2012. For the remaining named executive officers, the outstanding restricted shares would be forfeited and no payment would be made with respect to such awards.

**Merger Incentive RSUs.** For Mr. Smisek, the Merger Incentive RSUs vest and become payable (without pro-ration) at the same time as payments are made to other participants, based on actual achievement of integration goals and as if Mr. Smisek had remained employed through the end of the applicable performance period. For purposes of the termination tables set forth above, Mr. Smisek's Merger Incentive RSUs were valued as described above in the event his employment terminated due to death or disability. For all other named executive officers, the Merger Incentive RSUs would be forfeited and no payment would be made with respect to such awards.

**Health and Welfare Benefits.** For Mr. Smisek, continued coverage under the Company's welfare benefit plans and continued life insurance benefits as set forth above. For Messrs. Rainey, McDonald, and Bonds continued coverage under the Company's welfare benefit plans for themselves and their eligible dependents at rates equivalent to those paid by similarly situated

Table of Contents

employees who continue in service, for 24 months following termination (until December 31, 2014) or (i) if earlier, until he receives similar benefits from a subsequent employer or (ii) if he had otherwise been entitled to receive retiree medical coverage under a particular welfare benefit plan if he had retired as of the date of termination, he would receive coverage pursuant to the terms of such plan. The continued welfare benefits shall be subject to any Medicare or other coordination of benefits provisions under a particular welfare benefit plan. Messrs. Rainey, McDonald, Compton and Bonds, also receive continued life insurance benefits for 24 months following termination.

**Outplacement Services.** Outplacement consulting services for 12 months following termination with an estimated cost of \$18,000.

**"Change in Control"**

If a "change in control" of the Company occurred on December 31, 2012, under the Management Equity Incentive Plan and the ICP, Mr. McDonald would have been entitled to immediate vesting of restricted stock units that were unvested as of December 31, 2012, with restricted stock units settled in cash based upon the average of the closing price of UAL stock during the 20 trading days prior to October 1, 2010 (\$22.33). Except as noted below with respect to retirement eligible participants or the Merger Incentive RSUs, no payments or benefits are provided to the named executive officers unless there is also a qualified termination of employment. These payments and benefits are generally parallel to those provided upon a qualified termination in the absence of a change in control. For purposes of the termination tables set forth above, "qualifying event" includes involuntary termination without "cause," voluntary termination for "good reason," death, disability and attainment of retirement eligibility.

The 2011 and 2012 restricted share awards include a double-trigger with respect to a change in control, and would vest in full only if the holder terminated for "good reason" or upon a qualifying event within two years of the change in control and prior to normal vesting. The 2011 and 2012 LTRP awards and the 2011 and 2012 Performance Based RSU awards also include double-trigger provisions. Pursuant to such awards, the performance goals would be deemed satisfied at the target level of performance, which was specified by the Compensation Committee as the change in control level of performance at the time the awards were granted. Payments would be subject to continued employment through the end of the performance period except in situations involving a qualifying termination event, death, disability or with respect to a retirement eligible participant, who would be eligible for pro-rata payment. Payments with respect to the 2011 LTRP and 2011 Performance-Based RSU awards upon a qualifying termination event, death or disability would be made without proration to Mr. Smisek and on a pro-rated basis with respect to the 2012 LTRP and 2012 Performance-Based RSU awards. Payments with respect to the 2011 and 2012 LTRP and Performance-Based RSU awards upon a qualifying termination event, death or disability would be made on a pro-rated basis to the other continuing named executive officers. The outstanding Merger Incentive RSUs would be deemed to have been achieved at the target level of performance and would be eligible for immediate payment on a pro-rata basis (except for Mr. Smisek, whose payment would not be prorated).

None of our named executive officers will be entitled to indemnification with respect to excise taxes under Section 4999 of the Code for a change in control other than the 2010 Merger. Instead, payments to each named executive officer that would be subject to the excise tax will be reduced to the level at which the excise tax will not be applied unless such executive would be in a better net after-tax position by receiving the full payments and paying the excise tax.



Table of Contents

**Resignation of Mr. Rowe**

Pursuant to the terms of his employment agreement, upon his voluntary resignation, Mr. Rowe retained his frozen SERP benefit. Mr. Rowe also retains lifetime flight benefits and an associated tax reimbursement for these benefits, subject to an annual limit. The present value of Mr. Rowe's accumulated CARP and SERP benefits are set forth in the 2012 Pension Benefits Table. As of December 31, 2012, we estimate the present value of the incremental cost to the Company to provide the flight benefits to Mr. Rowe to be \$43,305 and we estimate the present value of the incremental cost to the Company of the related tax reimbursement to be \$231,923. Mr. Rowe did not receive any other payments or benefits in connection with his resignation. All outstanding pre-Merger awards and all outstanding awards granted in 2011 and 2012 were forfeited in connection with his resignation. Mr. Rowe remains subject to restrictive covenants governing confidentiality, non-solicitation and non-competition in accordance with the terms of his employment agreement and through the two year period ending May 7, 2014, except with respect to confidentiality obligations that continue indefinitely.

**Material Defined Terms**

The terms "cause" and "good reason" as used above are defined under the employment agreements and are set forth below.

**"Cause"** means, in general, (i) gross neglect or willful gross misconduct (for Mr. Smisek such conduct must result in a material economic harm to the Company); (ii) conviction of, or plea of nolo contendere to, a felony or crime involving moral turpitude; (iii) the executive's commission of an act of deceit or fraud intended to result in personal and unauthorized enrichment of the executive at the Company's expense; or (iv) a material breach of a material obligation of the executive under his employment agreement. For Messrs. Rainey, McDonald, Compton and Bonds, "cause" also includes (a) the executive's abuse of alcohol or drugs rendering the executive unable to perform the material duties and services required under his employment agreement or (b) a material violation of Company policies.

With respect to Mr. Smisek, **"good reason"** means, in general, (i) a material diminution in his authority, duties or responsibilities; (ii) a change in the location at which he must performance services by more than 50 miles from Houston, Texas and Chicago, Illinois; (iii) a diminution in his base salary, except as part of an across-the-board reduction in salary; (iv) the expiration of the employment agreement following non-renewal by the Company; or (v) a material breach of the employment agreement by the Company.

With respect to Messrs. Rainey, McDonald, Compton and Bonds, **"good reason"** means, in general, (i) a material diminution in the executive's authority, duty or responsibilities; (ii) a material diminution in the executive's base salary, except as part of an across-the-board reduction in salary; (iii) a relocation of the executive's principal place of employment by more than 50 miles (other than a relocation to Chicago, Illinois as a result of the Merger); or (iv) a material breach of the applicable employment agreement by the Company.

**"Change in Control"** means, in general, the occurrence of any one of the following events: (i) certain acquisitions by a third-party or third-parties, acting in concert, of at least a specified threshold percentage of the Company's then outstanding voting securities; (ii) consummation of certain mergers or consolidations of the Company with any other corporation; (iii) stockholder approval of a plan of complete liquidation or dissolution of the Company; (iv) consummation of certain sales or dispositions of all or substantially all the assets of the Company; and (v) certain changes in the membership of the Company's board of directors.

Table of Contents

**Restrictive Covenants and Release Requirement**

The employment agreements with Messrs. Rainey, McDonald, Compton and Bonds contain non-solicitation, non-competition and no-hire provisions for the two year period following termination of employment (except, with respect to the non-competition covenant, if such termination is by the Company without "cause" or by the executive for "good reason"). Mr. Smisek will continue to be subject to the Confidentiality and Non-Compete Agreement with Continental dated April 23, 2009, which includes an 18-month non-compete obligation following termination of his employment, except if such termination is by the Company for a reason other than "cause" or by Mr. Smisek for "good reason." In addition, each of the above named executives officers is bound by an obligation of confidentiality for an indefinite duration.

The employment agreements with each of the named executive officers contain a requirement to execute a release of claims in favor of the Company in order to receive the above referenced benefits (other than the frozen SERP benefits).

**Methodologies and Assumptions used for Calculating Other Potential Post-Employment Payments**

For purposes of quantifying the payments and estimated benefits disclosed in the foregoing tables, the Company utilized the following assumptions and methodologies to calculate the applicable costs to the Company:

***Continuation of health and welfare benefits.*** The present value of health and welfare benefits which are continued for a pre-defined period following certain qualifying triggering events was determined based on assumptions used for financial reporting purposes (i.e. FASB ASC 715-20-50 assumptions) using a discount rate of 3.97%, and includes only the portion of the benefits that is greater than the benefit that would be provided to all management employees. Mr. Smisek is assumed to be eligible for Medicare beginning on August 17, 2019. The value of the continued life insurance benefits was determined based on individual insurance premium rates paid by the Company for each executive.

***Flight benefits and related tax reimbursements.*** The value of travel privileges was determined by utilizing the following assumptions: (i) executive and eligible family members and significant others continue to utilize the travel benefit for a period of 20 years; (ii) the level of usage for each year is the same as the actual usage was for the executive and such persons for 2012; and (iii) the incremental cost to the Company for providing travel benefits for each year is the same as the actual incremental cost incurred by the Company for providing travel benefits to the executive and eligible family members and significant others for 2012. On the basis of these assumptions, the Company determined the value of travel benefits by calculating the present value of the assumed incremental cost of providing the benefit to the executive and the executive's spouse over a 20-year period using a discount rate of 3.97%. The tax indemnification on flight benefits was determined utilizing the same three assumptions stated above. Using these assumptions, the Company determined the value of the indemnification by calculating the present value of the executive's future assumed annual tax indemnification (equal to the executive's actual 2012 tax indemnity) over a 20-year period using a discount rate of 3.97%.

***280G excise tax.*** Section 4999 of the Code imposes an excise tax on so-called "excess parachute payments" made to an executive in connection with a change in control as described in section 280G of the Code. Each of the named executive officers (other than Mr. McDonald) is entitled to a reimbursement for any potential excise taxes under Section 4999 of the Code solely to the extent that the application of such excise tax is due to the 2010 Merger. As of December 31, 2012, Mr. Rainey was eligible for grandfathered excise tax indemnity related to his outstanding 2008 and 2009 profit-based RSU awards (pre-Merger) granted pursuant to the Continental Airlines, Inc. Incentive Plan 2000. The Company's 280G analysis has determined

Table of Contents

that no such excise taxes are payable with respect to the other named executive officers and therefore no other tax indemnification has been included in the tables. The analysis of estimated excise taxes under Section 4999 of the Code that are in connection with the Merger are calculated in accordance with the provisions of Section 280G of the Code. Certain elements of compensation are not subject to the excise tax, including any amounts attributable to reasonable compensation for services provided following the Merger, depending on the actual timing and circumstances surrounding the applicable termination of employment.

With respect to any change in control transaction occurring on December 31, 2012 or any future transaction that results in the application of an excise tax under section 4999 of the Code, amounts payable to our executives will be reduced to the threshold level under section 280G of the Code to avoid the excise tax, except to the extent that the executive would be in a better net after-tax position by receiving the payments and paying the excise tax. The above tables do not assume any reduction in payments as a result of this provision.

Table of Contents**2012 DIRECTOR COMPENSATION**

The following table represents the amount of director compensation in 2012 for each director other than Mr. Smisek. As the Company's President and Chief Executive Officer during 2012, Mr. Smisek received no additional compensation for his service as a director. Mr. Smisek's compensation as an employee of the Company is shown in the 2012 Summary Compensation Table.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)	All Other Compensation \$(2)	Total (\$)
<b>CURRENT DIRECTORS</b>				
Stephen R. Canale			1,089	1,089
Carolyn Corvi	102,500	80,000	3,130	185,630
Jane C. Garvey	97,500	80,000	5,549	183,049
James J. Heppner			20,770	20,770
Walter Isaacson	103,750	80,000	35,898	219,648
Henry L. Meyer III	128,750	80,000	32,914	241,664
Oscar Munoz	107,500	80,000	32,626	220,126
Laurence E. Simmons	105,000	80,000	45,194	230,194
Glenn F. Tilton	702,500	80,000	104,124	886,624
David J. Vitale				