

CONTINENTAL AIRLINES INC /DE/
Form SC 13G/A
February 07, 2006

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Continental Airlines

(Name of Issuer)

Common Stock, Class B

(Title of Class of Securities)

210795308

(CUSIP Number)

12/30/2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 210795308

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1. Names of Reporting Persons
IRS Identification No:

OppenheimerFunds, Inc.
13-2527171

2. Check the Appropriate Box if a Member of a Group (See Instructions):
Joint filing

3. SEC Use Only

4. Citizenship or Place of Organization:
Colorado

Number of
Shares 5. Sole Voting Power:
Beneficially Owned by Each
Reporting Person With 0

6. Shared Voting Power:
9,839,350*

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
9,839,350*

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
9,839,350* (beneficial ownership disclaimed pursuant to Rule 13d-4 of the
Exchange Act of 1934)

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount in Row (9):
11.52%*

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12. Type of Reporting Person (See Instructions):
IA

*Position reflects the conversion of debentures to, and/or exercise of warrants for, shares of common stock.

CUSIP No. 210795308

1. Names of Reporting Persons:
IRS Identification No: 93-1036175

Oppenheimer Global Opportunities Fund

2. Check the Appropriate Box if a Member of a Group (See Instructions):
Joint filing

3. SEC Use Only

4. Citizenship or Place of Organization:
Massachusetts

Number of
Shares 5. Sole Voting Power:
Beneficially Owned by Each Reporting Person With
0

6. Shared Voting Power:
8,105,700*

7. Sole Dispositive Power:
0

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8. Shared Dispositive Power:
8,105,700*

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
8,105,700*

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
]

11. Percent of Class Represented by Amount in Row (9):
9.53%*

12. Type of Reporting Person (See Instructions):
IV

*Position reflects the conversion of debentures to, and/or exercise of warrants for, shares of common stock.

Item:

1(a) Name of Issuer:
Continental Airlines

1(b) Address of Issuer's Principal Executive Offices:
1600 Smith Street
Dept. HQSEO
Houston, TX 77002

2(a) Name of Person Filing:
(i) OppenheimerFunds, Inc.
(ii) Oppenheimer Global Opportunities Fund

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2 (b) Address of Principal Business Office or, if none, Residence:
(i) Two World Financial Center
225 Liberty Street, 11th Floor
New York, NY 10018
(ii) 6803 S. Tucson Way
Centennial, CO 80112

2 (c) Citizenship:
(i) Colorado
(ii) Massachusetts

2 (d) Title of Class of Securities:
Common Stock

2 (e) CUSIP Number:
210795308

3 OppenheimerFunds, Inc. is an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
Oppenheimer Global Opportunities Fund is an investment company registered under Section 8 of the Investment Company Act of 1940.

4 (a) Amount beneficially owned:
(i) 9,839,350 (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934) (includes ownership reported in 4(a)(ii) below).
(ii) 8,105,700

4 (b) Percent of class:
(i) 11.52% (includes ownership reported in 4(b)(ii) below)
(ii) 9.53%

4 (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:
(a) 0
(b) 0
(ii) Shared power to vote or to direct the vote:
(a) 9,839,350
(b) 8,105,700
(iii) Sole power to dispose or to direct the disposition of:
(a) 0
(b) 0
(iv) Shared power to dispose or to direct the disposition of:
(a) 9,839,350

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(b) 8,105,700

5. Ownership of Five Percent or Less of a Class: []

6. Ownership of More than Five Percent on Behalf of Another Person:
See Exhibit A hereto.

7. Identification and Classification of the Subsidiary Which Acquired the
Security Being Reported on By the Parent Holding Company:
N/A

8. Identification and Classification of Members of the Group:
N/A

9. Notice of Dissolution of Group:
N/A

10. Certification:
By signing below I certify that, to the best of my knowledge and
belief, the securities referred to above were acquired and are held in
the ordinary course of business and were not acquired and are not held
for the purpose of or with the effect of changing or influencing the
control of the issuer of the securities and were not acquired and are
not held in connection with or as a participant in any transaction
having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the
information set forth in this statement is true, complete and correct.

02/07/2006

Date

/s/ Mark S. Vandehey
Signature

Mark S. Vandehey, Sr. Vice President
and Chief Compliance Officer
Name/Title

EXHIBIT A

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The respective Boards of Directors or Trustees of the registered investment companies ("Funds") managed by OppenheimerFunds, Inc. ("OFI") that own shares of the issuer can direct the disposition of dividends received by such Funds and can dispose of such securities. Additionally, OFI shares the power to dispose of such securities with the Board of Directors or Trustees of such Funds; however, the Boards of Directors or Trustees of such Funds have delegated this responsibility to OFI as the Funds' investment advisor under the respective investment advisory agreements. OFI has an interest relating to five (5%) percent or more of such securities as disclosed on Page 2 hereof, by virtue of the interest of five percent (5%) or more of such securities by Oppenheimer Global Opportunities Fund as disclosed on pages 3 and 4 hereof. OFI disclaims ownership of such securities, except as expressly stated herein.

EXHIBIT B

The undersigned investment company hereby acknowledges and agrees that a report on Schedule 13G filed by OppenheimerFunds, Inc. on or about the date hereof, relating to the common stock of Continental Airlines is filed on behalf of the undersigned.

Dated: February 7, 2006

Oppenheimer Global Opportunities Fund

By: /s/ Kathleen Ives

Kathleen Ives
Assistant Secretary

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