

CONTINENTAL AIRLINES INC /DE/
Form SC 13G/A
February 17, 2004

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

ExpressJet Holdings, Inc.

(Name of Issuer)

Common stock, par value \$.01 per share

(Title of Class of Securities)

30218U 10 8

(Cusip Number)

December 31, 2003

(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. 30218U 10 8

13G

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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)

CONTINENTAL AIRLINES, INC. 74-2099724

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

| | | |
|--|---------------|--------------------------|
| | 5 | Sole Voting Power |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 16,729,875(1) | |
| | 6 | Shared Voting Power |
| | 0 | |
| | 7 | Sole Dispositive Power |
| | 16,729,875(1) | |
| | 8 | Shared Dispositive Power |
| | 0 | |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

16,729,875(1)

10 Check if the Aggregate Amount In Row (9) Excludes Certain Shares
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

30.9%(1)

12 Type of Reporting Person (See Instructions)

CO

(1) Continental Airlines, Inc. ("Continental Airlines") also holds the sole share of special voting preferred stock authorized by ExpressJet Holdings, Inc. (the "Issuer"). The share of special voting preferred stock gives Continental Airlines certain rights to control the Issuer, including the right to elect a certain number of directors to the board of directors of the Issuer, in accordance with the Issuer's Restated Certificate of Incorporation.

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- ITEM 1(a). NAME OF ISSUER:
ExpressJet Holdings, Inc.
- ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
1600 Smith Street, Dept. HQSCE
Houston, Texas 77002
- ITEM 2(a). NAME OF PERSON FILING:
Continental Airlines, Inc.
- ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1600 Smith Street, Dept. HQSEO
Houston, Texas 77002
- ITEM 2(c). CITIZENSHIP:
U.S.A.
- ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common stock, par value \$.01 per share
- ITEM 2(e). CUSIP NUMBER:
30218U 10 8
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b),
OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
Not Applicable

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- ITEM 4. OWNERSHIP.
- (a) Amount beneficially owned: 16,729,875(1)
- (b) Percent of class: 30.9%(1)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
16,729,875(1)
- (ii) Shared power to vote or to direct the vote 0
- (iii) Sole power to dispose or to direct the
disposition of 16,729,875(1)

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- (iv) Shared power to dispose or to direct the disposition of 0

(1) Continental Airlines also holds the sole share of special voting preferred stock authorized by the Issuer. The share of special voting preferred stock gives Continental Airlines certain rights to control the Issuer, including the right to elect a certain number of directors to the board of directors of the Issuer, in accordance with the Issuer's Restated Certificate of Incorporation.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATION.

Not Applicable

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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.

CONTINENTAL AIRLINES, INC.

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By: /s/ JENNIFER L. VOGEL

Jennifer L. Vogel
Senior Vice President, General Counsel
and Secretary

February 17, 2004

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