MCCOY DEBORAH L Form 4 January 03, 2003

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

### FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b)

l <b>.</b>	Name and Address of Reporting Person* (Last, First, Middle)  McCoy, Deborah L.  Continental Airlines, Inc. 1600 Smith Street HQS FI			2.	Trad	r Name and Ticker or ing Symbol  Corporation (ETN)	3.	I.R.S. Identificati Person, if an enti	ion Number of Reporting ty (Voluntary)		
				4.	<b>State</b> 12/31	ment for (Month/Day/Year) /02	5.	If Amendment, Date of Original (Month/Day/Year)			
	(Street)			6.		ionship of Reporting Person(s) to r (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Houston, TX 77002			_	X	Director O 10% Owner		X	Form filed by One Reporting Person		
	(City)	(State)	(Zip)		0	Officer (give title below)  Other (specify below)		O	Form filed by More than One Reporting Person		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

			Tabl	le I	Non-Derivative S	ecu	rities Acquire	ed, Dispo	osed of, or	Bei	neficially Owne	ed		
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction4. Code (Instr. 8)	Acquire or Dispo		5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
									(A)					
							Code V	Amount	or (D) Price					
_														
_														
							Page 2							

# $\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)		2. Conversion or Exercise Price of Derivative Security		3. Transaction Date (Month/Day/Year)		n. Deemed Execution Date, if any (Month/Day/Year)		Transaction 5 Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)		
								Code V		(A)	( <b>D</b> )
Phantom Share Units		N/A		12/31/2002				A		302.78 (1)	
					Pag	e 3					

6.	Date Exercis Expiration I (Month/Day/	Oate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			3. Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
	N/A	N/A	Common Shares	302.78		N/A		2,702.21		D		
_												
_												
Ex	planation of	f Responses	::									
1. 1	Phantom Sha	are Units allo			ne re				n-Emj	ployee Director Fee Defer	ral P	lan.
		_	*/s/ Deboral	I L. MICCOY	•			2003 ate				

\*\*Signature of Reporting Person \*By Claudia J. Taller as Attorney-in-Fact

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).