SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

·

SCHEDULE 13G

Information Statement pursuant to Rule 13d-1 and 13d-2

(AMENDMENT NO. 7)*

UAL Corporation

(NAME OF ISSUER)

COMMON STOCK

(TTT: 5 05 01 100 05 0500DTTT0)

(TITLE OF CLASS OF SECURITIES)

902549500

(2)(272 1)(1)(272

(CUSIP NUMBER)

Check the following box if a fee is being paid with this statement :_: (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

* 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).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 902549500	- 13G -	 Page 2 of 14 Pages 			
1 NAME OF REPORTING PERSON AXA Assurances I.A.R.D. Mutuelle S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
- 2 CHECK THE APPROPI	RIATE BOX IF A MEMBER OF A G	ROUP * (A) [] (B) [X]			
 3 SEC USE ONLY 	- 3 SEC USE ONLY				
 4 CITIZENSHIP OR PI France	ACE OF ORGANIZATION	i 			
SHARES BENEFICIALLY SWNED SS OF	5 SOLE VOTING POWER 8,068,416 				
December 31, 1996 -					

ļ	320
İ	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,419,455 (Not to be construed as an admission of beneficial ownership)
 10 	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *
111	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 	21.1%
12	TYPE OF REPORTING PERSON *
	IC IC

^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

 CUSIP NO. 90254	:	13G	 Page 3 of 14 Pages 			
	1 NAME OF REPORTING PERSON AXA Assurances Vie Mutuelle					
S.S. OR I.R.	S. IDENTIFICA	ATION NO. OF A	BOVE PERSON			
 2 CHECK THE AF 		(IF A MEMBER ((B) [X]			
3 SEC USE ONLY						
	OR PLACE OF O	DRGANIZATION	 			
NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1 BY EACH REPORTING PERSON WITH	 - 6 SHARED 1996 - 7 SOLE D 	VOTING POWER	 WER 			
9 AGGREGATE AN			EACH REPORTING PERSON			
		12,419,455 an admission o	 f beneficial ownership			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *					
	CLASS REPRESEN	ITED BY AMOUNT	 IN ROW 9			
	21.1%					
 12 TYPE OF REPO	2 TYPE OF REPORTING PERSON *					
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^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUS	SIP NO. 902549500	•	Page 4 of 14 Pages		
	1 NAME OF REPORTING PERSON				
2	CHECK THE APPROP	IATE BOX IF A MEMBER OF A ((B) [X]		
3	SEC USE ONLY				
	 CITIZENSHIP OR P France	ACE OF ORGANIZATION			
·		5 SOLE VOTING POWER 8,068,416 			
De	ecember 31, 1996	7 SOLE DISPOSITIVE POWER 12,419,135			
		320			
		BENEFICIALLY OWNED BY EACH 12,419,455			
	(NOT TO DE CONST 	ued as an admission of bend	eticial ownership)		
	CHECK BOX IF THE SHARES *	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 		
 11	 PERCENT OF CLASS	REPRESENTED BY AMOUNT IN RO	OW 9		
 	21.1%				
12	TYPE OF REPORTING	PERSON *			
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^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 96	02549500	13G	Page 5 of 14 Pages		
Alpha Ass 	REPORTING PERSO Surances Vie Mo		OVE PERSON		
2 CHECK THE	APPROPRIATE I	BOX IF A MEMBER OF	(̀в) [x]		
3 SEC USE C	DNLY				
	HIP OR PLACE O	F ORGANIZATION			
NUMBER SHARES BENEFICIA OWNED AS OF	S ALLY -	E VOTING POWER 8,068,416 RED VOTING POWER 436,900			
December 31 BY EACH REPORTIN PERSON WITH	L, 1996 - H 7 SOLI NG -	E DISPOSITIVE POWE 12,419,135 RED DISPOSITIVE PO			
01400050475	 	320	TACH DEPORTING DEPON		
j		12,419,455	EACH REPORTING PERSON beneficial ownership)		
 10 CHECK BOX SHARES *	(IF THE AGGRE	GATE AMOUNT IN ROV	(9) EXCLUDES CERTAIN		
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	21.1% 				
12 TYPE OF F	REPORTING PERSO				
		IC			

^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

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	SIP NO. 902549500		Page 6 of 14 Pages 			
	1 NAME OF REPORTING PERSON AXA Courtage Assurance Mutuelle (formerly, Uni Europe Assurance Mutuelle) S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
2	CHECK THE APPROP	IATE BOX IF A MEMBER OF A G	' ROUP * (A) [] (B) [X]			
3	SEC USE ONLY		 			
	CITIZENSHIP OR P	ACE OF ORGANIZATION	 			
De	SHARES BENEFICIALLY OWNED AS OF ecember 31, 1996 BY EACH REPORTING PERSON	5 SOLE VOTING POWER 8,068,416 -				
9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH 12,419,455	 REPORTING PERSON			
	(Not to be const	ued as an admission of bene	ficial ownership)			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *					
 11	 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
	21.1%					
12	12 TYPE OF REPORTING PERSON *					
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^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549500 136 Page 7 of 14 Pages NAME OF REPORTING PERSON AXA S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			I	1			
AXA S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			·				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		•	PERSON				
(B) [] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION France NUMBER OF 5 SOLE VOTING POWER SHARES		 S.S. OR I.R.S. I 	ENTIFICATION NO. OF ABOVE F	PERSON			
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION France NUMBER OF 5 SOLE VOTING POWER SHARES 8,068,416 BENEFICIALLY	2	 CHECK THE APPROP 		(̀B) []			
NUMBER OF 5 SOLE VOTING POWER SHARES	3	 SEC USE ONLY 					
SHARES 8,068,416 BENEFICIALLY			ACE OF ORGANIZATION				
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BY EACH	De	OWNED 6 SHARED VOTING POWER AS OF 436,900 December 31, 1996 - BY EACH 7 SOLE DISPOSITIVE POWER REPORTING 12,419,135					
WITH 8 SHARED DISPOSITIVE POWER 320 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,419,455 (Not to be construed as an admission of beneficial ownership) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	-						
12,419,455 (Not to be construed as an admission of beneficial ownership) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		WITH 8 SHARED DISPOSITIVE POWER					
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 21.1%			12,419,455				
SHARES * 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		(NOT TO DE CONST 	ued as an admission of bene 	ericial ownership)			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 21.1% 12 TYPE OF REPORTING PERSON *							
12 TYPE OF REPORTING PERSON *	 11	 PERCENT OF CLASS)W 9			
İ		 21.1%					
HC	12	 TYPE OF REPORTIN 	PERSON *	 			
		 	HC				

^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

TUSIP NO. 902549500 136 Page 8 of 14 Pages NAME OF REPORTING PERSON THE EQUITABLE COMPANIES INCORPORATED			1				
INAME OF REPORTING PERSON THE EQUITABLE COMPANIES INCORPORATED							
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		1 NAME OF REPORTING PERSON THE EQUITABLE COMPANIES INCORPORATED					
(B) [] 3 SEC USE ONLY							
3 SEC USE ONLY	2	CHECK THE APPROP		(̀в) [j			
NUMBER OF 5 SOLE VOTING POWER SHARES 8,038,416 BENEFICIALLY -	3	SEC USE ONLY					
NUMBER OF 5 SOLE VOTING POWER SHARES 8,038,416 BENEFICIALLY -							
AS OF 436,900 December 31, 1996		['] NUMBER OF 5 SOLE VOTING POWER SHARES 8,038,416					
REPORTING 12,389,135 PERSON -	De	OWNED 6 SHARED VOTING POWER AS 0F 436,900 December 31, 1996 -					
WITH 8 SHARED DISPOSITIVE POWER 320 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,389,455		REPORTING	12,389,135				
12,389,455 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			8 SHARED DISPOSITIVE POWER				
SHARES * 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	9	AGGREGATE AMOUNT		REPORTING PERSON			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 21.1% 12 TYPE OF REPORTING PERSON *							
12 TYPE OF REPORTING PERSON *	 11						
i		21.1%					
HC	12	12 TYPE OF REPORTING PERSON *					
			НС				

^{*} SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

Page 9 of 14 Pages

UAL Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

1200 E. Algonquin Road Elk Grove Vill., IL 60007

Item 2(a) Name of Person Filing:

Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle, as a group (collectively, the 'Mutuelles AXA'). AXA Courtage was formerly known as Uni Europe Assurance Mutuelle.

AXA

The Equitable Companies Incorporated (the 'Equitable Companies')

(Please contact Patrick Meehan at (212) 641-8234 with any questions.)

Item 2(b) Address of Principal Business Office:

Alpha Assurances I.A.R.D. Mutuelle and Alpha Assurances Vie Mutuelle 100-101 Terrasse Boieldieu 92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and AXA Assurances Vie Mutuelle 21, rue de Chateaudun 75009 Paris France

AXA Courtage Assurance Mutuelle (formerly, Uni Europe Assurance Mutuelle) 26, rue Louis le Grand 75002 Paris France

AXA

23, avenue Matignon 75008 Paris France

The Equitable Companies Incorporated 787 Seventh Avenue New York, New York 10019

Item 2(c) Citizenship:

Mutuelles AXA and AXA - France Equitable Companies - Delaware

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

902549500

Item 3. Type of Reporting Person:

Equitable Companies as a parent holding company, in accordance with 240.13d-1 (b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

Item 4. Ownership as of December 31, 1996:	Page 11 of	f 14 Pages
(a) Amount Beneficially Owned:		
12,419,455 shares of common stock beneficia	ally owned ind	cluding:
		f Shares
The Mutuelles AXA, as a group AXA AXA Entity or Entities: AXA Managed Mutual Fu	unds	0 0
acquired solely for investment purposes: Common Stock		30,000
(Each of the Mutuelles AXA, as a group, and A the filing of this Schedule 13G shall not be that it is, for purposes of Section 13(d) of beneficial owner of any securities covered by	construed as the Exchange	an admission Act, the
The Equitable Companies Incorporated Subsidiaries:		0
The Equitable Life Assurance Society of the United States acquired solely for investment purposes: Common Stock	417,900	417,900
Alliance Capital Management L. P., acquired solely for investment purposes on behalf of client discretionary investment advisory accounts: Common Stock Shares which may be acquired/(disposed of) upon exercise of Options	11,671,235 160,000	11,831,235
Donaldson, Lufkin & Jenrette Securities Corporation held for investment purposes: Common Stock Shares issuable upon conversion of Convertible Preferred Stock	140,000	140,320
Wood, Struthers & Winthrop Management Corp. acquired solely for investment purposes on behalf of client discretionary investment		_

(Each of the above subsidiaries of The Equitable operates under independent management and makes independent decisions).

advisory accounts:

Total

(B) P	Percent of Class:	21.1%
_		========

0

12,419,455

ITEM 4. Ownership as of December 31, 1996 (CONT.) Page 12 of 14 Pages

(c) Deemed Voting Power and Disposition Power: $% \left\{ 1,2,\ldots ,2,\ldots \right\}$

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	to Dispose or to Direct the
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entit				
AXA Managed Mutual Funds	30,000	0	30,000	0
The Equitable Companies Incorporated	0	0	0	0
Subsidiaries:				
The Equitable Life Assurance Society of the United States	400,000	17,900	417,900	Θ
Alliance Capital Management L. P.	7,498,416	419,000	11,831,235	0
Donaldson, Lufkin & Jenrette Securities Corporation	140,000	0	140,000	320
Wood, Struthers & Winthrop Management Corporation	0	0	0	0
TOTAL	8,068,416 ======	436,900	12,419,135	320

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

Item 5.

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Ttem 6.

Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7.

Identification and Classification of the Subsidiary which Acquired

the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by Equitable Companies; AXA, which beneficially owns a majority interest in Equitable Companies; and the Mutuelles AXA, as a group which beneficially own a majority interest in AXA:

- (X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- (X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities: AXA Managed Mutual Funds
- (X) in EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES (13-5570651), an insurance company, a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) ALLIANCE CAPITAL MANAGEMENT L. P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) DONALDSON, LUFKIN & JENRETTE SECURITIES CORPORATION (13-2741729), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- () WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP. (13-2774791), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

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

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

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

Date: February 12, 1997 THE EQUITABLE COMPANIES INCORPORATED*

/s/ Alvin H. Fenichel

Alvin H. Fenichel Senior Vice President

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 12, 1997

The Equitable Companies Incorporated

BY: /s/ Alvin H. Fenichel
Alvin H. Fenichel
Senior Vice President

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; Alpha Assurances Vie Mutuelle; Alpha Assurances I.A.R.D. Mutuelle, AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel Attorney-in-Fact (Executed pursuant to Powers of Attorney)