

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

(TITLE OF CLASS OF SECURITIES)

902549500

(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 APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		
(B) [X]		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		
France		
NUMBER OF	5 SOLE VOTING POWER	
SHARES	8,068,416	
BENEFICIALLY	-----	
OWNED	6 SHARED VOTING POWER	

AS OF	436,900
December 31, 1996	7
BY EACH	SOLE DISPOSITIVE POWER
REPORTING	12,419,135
PERSON	
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 *

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
21.1%

12 TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549500	13G	Page 3 of 14 Pages
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1 NAME OF REPORTING PERSON
AXA Assurances Vie Mutuelle
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A)
(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
France

NUMBER OF	5	SOLE VOTING POWER
SHARES	8,068,416	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED	436,900	
AS OF		
December 31, 1996	7	SOLE DISPOSITIVE POWER
BY EACH	12,419,135	
REPORTING		
PERSON	8	SHARED DISPOSITIVE POWER
WITH	320	

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(Not to be construed as an admission of beneficial ownership)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
21.1%

12 TYPE OF REPORTING PERSON *

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549500	13G	Page 4 of 14 Pages
1 NAME OF REPORTING PERSON		
Alpha Assurances I.A.R.D. Mutuelle		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		
(B) [X]		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		
France		
5 SOLE VOTING POWER		
NUMBER OF	8,068,416	
SHARES		
BENEFICIALLY		
OWNED	6 SHARED VOTING POWER	
AS OF	436,900	
December 31, 1996		
BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	12,419,135	
PERSON		
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 *		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
21.1%		
12 TYPE OF REPORTING PERSON *		
IC		

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549500	13G	Page 5 of 14 Pages
1 NAME OF REPORTING PERSON		
Alpha Assurances Vie Mutuelle		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		
(B) [X]		

3 SEC USE ONLY	

4 CITIZENSHIP OR PLACE OF ORGANIZATION	
France	

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1996	5 SOLE VOTING POWER 8,068,416 ----- 6 SHARED VOTING POWER 436,900 ----- 7 SOLE DISPOSITIVE POWER 12,419,135 ----- 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 *	----- -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
21.1%	

12 TYPE OF REPORTING PERSON *	
IC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 902549500	13G	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 APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		
(B) [X]		

3 SEC USE ONLY		

4 CITIZENSHIP OR PLACE OF ORGANIZATION		
France		

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1996	5 SOLE VOTING POWER 8,068,416 ----- 6 SHARED VOTING POWER 436,900 ----- 7 SOLE DISPOSITIVE POWER 12,419,135 ----- 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 *	----- -----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	21.1%	
12	TYPE OF REPORTING PERSON *	
	IC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549500	13G	Page 7 of 14 Pages
1	NAME OF REPORTING PERSON	
	AXA	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *	(A) [] (B) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	France	
	NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1996	5 SOLE VOTING POWER 8,068,416
	BY EACH REPORTING PERSON	6 SHARED VOTING POWER 436,900
	WITH	7 SOLE DISPOSITIVE POWER 12,419,135
		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 *	----- -----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	21.1%	
12	TYPE OF REPORTING PERSON *	
	HC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549500	13G	Page 8 of 14 Pages
1 NAME OF REPORTING PERSON		
THE EQUITABLE COMPANIES INCORPORATED		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
13-3623351		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []		
(B) []		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		
State of Delaware		
NUMBER OF	5 SOLE VOTING POWER	
SHARES		8,038,416
BENEFICIALLY	-	
OWNED	6 SHARED VOTING POWER	
AS OF		436,900
December 31, 1996	-	
BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		12,389,135
PERSON	-	
WITH	8 SHARED DISPOSITIVE POWER	
		320
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12,389,455		
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 TYPE OF REPORTING PERSON *		
HC		

* 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

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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.

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Item 4. Ownership as of December 31, 1996:

(a) Amount Beneficially Owned:

12,419,455 shares of common stock beneficially owned including:

	No. of Shares

The Mutuelles AXA, as a group	0
AXA	0
AXA Entity or Entities: AXA Managed Mutual Funds	

acquired solely for investment purposes:	
Common Stock	30,000

(Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

The Equitable Companies Incorporated 0
 Subsidiaries:

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 11,671,235
 Shares which may be acquired/(disposed of)
 upon exercise of Options 160,000 11,831,235

Donaldson, Lufkin & Jenrette Securities
 Corporation held for investment purposes:
 Common Stock 140,000
 Shares issuable upon conversion of
 Convertible Preferred Stock 320 140,320

Wood, Struthers & Winthrop Management Corp.
 acquired solely for investment purposes
 on behalf of client discretionary investment
 advisory accounts: 0

Total 12,419,455
 =====

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

(B) Percent of Class: 21.1%

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

(c) Deemed Voting Power and Disposition Power:

	(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 -----	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition -----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities: -----				
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	0
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.

()

Item 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.

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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)