

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(AMENDMENT NO.11)\*

UAL CORP

-----  
(NAME OF ISSUER)

COM PAR \$0.01

-----  
(TITLE OF CLASS OF SECURITIES)

902549500

-----  
(CUSIP NUMBER)

December 31, 1999

-----  
(Date of Event Which Requires Filing of this Statement)

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

- X 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).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 902549500

13G

Page 2 of 13 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

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, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	916,740
	6. SHARED VOTING POWER	2,257,700
	7. SOLE DISPOSITIVE POWER	4,328,450
	8. SHARED DISPOSITIVE POWER	11,050

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,339,500

(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

8.1%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
AXA Assurances Vie Mutuelle
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, 1999 BY EACH REPORTING PERSON WITH: | 5. SOLE VOTING POWER        | 916,740   |
|  | 6. SHARED VOTING POWER      | 2,257,700 |
|  | 7. SOLE DISPOSITIVE POWER   | 4,328,450 |
|  | 8. SHARED DISPOSITIVE POWER | 11,050    |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,339,500  
(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 8.1%
12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

## 1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Conseil Vie Assurance Mutuelle

## 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, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	916,740
	6. SHARED VOTING POWER	2,257,700
	7. SOLE DISPOSITIVE POWER	4,328,450
	8. SHARED DISPOSITIVE POWER	11,050
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)		4,339,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		8.1%
12. TYPE OF REPORTING PERSON *		
IC		

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
AXA Courtage Assurance Mutuelle
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, 1999 BY EACH REPORTING PERSON WITH: | 5. SOLE VOTING POWER        | 916,740   |
|  | 6. SHARED VOTING POWER      | 2,257,700 |
|  | 7. SOLE DISPOSITIVE POWER   | 4,328,450 |
|  | 8. SHARED DISPOSITIVE POWER | 11,050    |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,339,500  
(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 8.1%
12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

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, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	916,740
	6. SHARED VOTING POWER	2,257,700
	7. SOLE DISPOSITIVE POWER	4,328,450
	8. SHARED DISPOSITIVE POWER	11,050
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (Not to be construed as an admission of beneficial ownership)		4,339,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		8.1%
12. TYPE OF REPORTING PERSON *		

IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

## 1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

(formerly known as The Equitable Companies Incorporated)

## 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*

(A) [ ]

(B) [X]

## 3. SEC USE ONLY

## 4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	911,840
	6. SHARED VOTING POWER	2,257,700
	7. SOLE DISPOSITIVE POWER	4,328,450
	8. SHARED DISPOSITIVE POWER	550

## 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

4,329,000

(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

8.1%

## 12. TYPE OF REPORTING PERSON \*

HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:  
UAL CORP

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Item 1(b) Address of Issuer's Principal Executive Offices:  
-----  
1200 E. Algonquin Road  
Elk Grove Vill., IL 60007

Item 2(a) and (b)  
Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance 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,  
26, rue Louis le Grand  
75002 Paris France

as a group (collectively, the 'Mutuelles AXA').

AXA  
9 Place Vendome  
75001 Paris France

AXA Financial, Inc.  
(formerly known as The Equitable Companies Incorporated)  
1290 Avenue of the Americas  
New York, New York 10104

(Please contact Patrick Meehan at (212) 314-5644 with any questions.)



Item 2(c) Citizenship:  
Mutuelles AXA and AXA - France  
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:  
COM PAR \$0.01

Item 2(e) CUSIP Number:  
902549500

Item 3. Type of Reporting Person:  
AXA Financial, Inc. 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, 1999:

(a) Amount Beneficially Owned:

4,339,500 shares of common stock beneficially owned including:

	No. of Shares	
	-----	
The Mutuelles AXA, as a group		0
AXA		0
AXA Entity or Entities:		
AXA Rosenberg (U.S.)		10,500
Common Stock acquired solely for investment purposes.		
AXA Financial, Inc.		0
Subsidiaries:		
Alliance Capital Management L.P.		
acquired solely for investment purposes on		
behalf of client discretionary investment		
advisory accounts:		
Common Stock	4,315,450	4,315,450
	-----	
Donaldson, Lufkin & Jenrette Securities Corporation		
held for investment purposes:		
Common Stock	550	550
	-----	
The Equitable Life Assurance Society of the United States		
acquired solely for investment purposes.		
Common Stock	13,000	13,000
	-----	-----
Total		4,339,500
		=====

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 any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 8.1%

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## (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 Rosenberg (U.S.)	4,900	0	0	10,500
AXA Financial, Inc	0	0	0	0
Subsidiaries:				
Alliance Capital Management L.P.	898,840	2,257,700	4,315,450	0
Donaldson, Lufkin & Jenrette Securities Corporation	0	0	0	550
The Equitable Life Assurance Society of the United States	13,000	0	13,000	0
TOTAL	916,740	2,257,700	4,328,450	11,050
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. 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 AXA Financial, Inc.; AXA, which beneficially owns a majority interest in AXA Financial, Inc.; and the Mutuelles AXA, which as a group control 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 Rosenberg (U.S.)
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of its following subsidiaries:
  - (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 and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
  - (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.

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 10, 2000

AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, 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 10, 2000

AXA Financial, Inc.

BY: /s/ Alvin H. Fenichel  
-----  
Alvin H. Fenichel  
Senior Vice President  
and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Conseil Vie Assurance 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)