

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 2 )\*

UAL CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

902549807

(CUSIP Number)

July 31, 2007

(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 disclosures provided in a prior cover page.

The information required on the remainder of this 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.)

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES  
ONLY):

Bank of America Corporation  
56-0906609

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]

(b) [ ]  
-----

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

0

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

13,194,344

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

13,194,344

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,194,344

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.4%

12 TYPE OF REPORTING PERSON\*

HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

NB Holdings Corporation  
56-1857749

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

13,194,344

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

13,194,344

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,194,344

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.4%

12 TYPE OF REPORTING PERSON\*

HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Bank of America, N.A.  
94-1687665

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

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

-----  
 -----  
 5 SOLE VOTING POWER 1,543  
 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON WITH

-----  
 -----  
 6 SHARED VOTING POWER 132,514

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 -----  
 7 SOLE DISPOSITIVE POWER 1,946

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 -----  
 8 SHARED DISPOSITIVE POWER 132,514

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 -----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
 PERSON 134,460

-----  
 -----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\* [ ]

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 -----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.1%

-----  
 -----  
 12 TYPE OF REPORTING PERSON\*  
 BK

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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 -----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES  
 ONLY):  
 Banc of America Securities Holdings Corporation  
 56-2103478

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 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a) [ ] (b) [ ]

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 -----  
 3 SEC USE ONLY

-----  
 -----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5 SOLE VOTING POWER

4,613,924

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

4,613,924

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,613,924

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.0%

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):  
Banc of America Securities LLC  
56-2058405

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ] (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

4,613,924

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

4,613,924

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

4,613,924

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0%

12 TYPE OF REPORTING PERSON\*

BD

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES  
ONLY):

NMS Services Inc.  
52-2082247

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

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

-----  
6 SHARED VOTING POWER\*\* 493,241  
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7 SOLE DISPOSITIVE POWER 0  
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8 SHARED DISPOSITIVE POWER\*\* 493,241  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*\* 493,241  
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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4%  
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12 TYPE OF REPORTING PERSON\* CO  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* The filing of this statement shall not be construed as an admission that neither Bank of America Corporation is for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):  
  
Columbia Management Group, LLC  
94-1687665  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ] (b) [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
-----

-----  
5 SOLE VOTING POWER 0  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-----  
-----  
132,511  
6 SHARED VOTING POWER  
-----  
-----

0  
7 SOLE DISPOSITIVE POWER  
-----  
-----

132,511  
8 SHARED DISPOSITIVE POWER  
-----  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
132,511  
-----  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]  
-----  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.1%  
-----  
-----

12 TYPE OF REPORTING PERSON\*  
PN  
-----  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):  
  
Columbia Management Advisors, LLC  
94-1687665  
-----  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ] (b) [ ]  
-----  
-----

3 SEC USE ONLY  
-----  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
-----

132,511  
5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-----  
-----



6 SHARED VOTING POWER

132,511

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

132,511

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY):

United States Trust Company, N.A.  
13-5459866

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

0

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7,952,719

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 7,952,719

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,952,719

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%

12 TYPE OF REPORTING PERSON\*

BK

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Explanatory Note:

This Amendment No. 2 amends the statement on Schedule 13G filed by U.S. Trust Corporation with the Securities and Exchange Commission on April 10, 2006, as amended by Amendment No. 1 filed on February 14, 2007. U.S Trust Corporation merged into Bank of America Corporation on July 1st, 2007.

Item 1(a). Name of Issuer:

UAL Corporation

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

77 West Wacker Drive  
Chicago, IL 60601

Item 2(a). Name of Person Filing:

Bank of America Corporation  
NB Holdings Corporation  
Bank of America, N.A.  
Banc of America Securities Holdings Corporation  
Banc of America Securities LLC  
NMS Services Inc.  
Columbia Management Group, LLC  
Columbia Management Advisors, LLC  
United States Trust Company, N.A.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2(c). Citizenship:

Bank of America Corporation	Delaware
NB Holdings Corporation	Delaware
Bank of America N.A.	United States
Banc of America Securities Holdings Corporation	Delaware
Banc of America Securities LLC	Delaware

NMS Services Inc.	Delaware
Columbia Management Group, LLC	Delaware
Columbia Management Advisors, LLC	Delaware
United States Trust Company, N.A.	Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

902549807

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:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

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:

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:

With respect to Subsidiary Identification and Classification, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the

best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose 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.

Dated: August 9, 2007

Bank of America Corporation  
NB Holdings Corporation  
Bank of America, N.A.

By: /s/ Lucille E. Reymann

\_\_\_\_\_  
Lucille E. Reymann  
Senior Vice President

Columbia Management Group, LLC  
Columbia Management Advisors, LLC

By: /s/ Christopher Wilson

\_\_\_\_\_  
Christopher Wilson  
Managing Director

Banc of America Securities Holdings Corporation

By: /s/ Robert Qutub

\_\_\_\_\_  
Robert Qutub  
President

Banc of America Securities LLC

By: /s/ Kenneth J. Blau

\_\_\_\_\_  
Kenneth J. Blau  
Principal

NMS Services Inc.

By: /s/ Matthew Smith

\_\_\_\_\_  
Matthew Smith  
Vice President

United States Trust Company, N.A.

By: /s/ Michael J. Murphy

\_\_\_\_\_  
Michael J. Murphy  
Senior Vice President

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: August 9, 2007

Bank of America Corporation  
NB Holdings Corporation  
Bank of America, N.A.

By: /s/ Lucille E. Reymann

\_\_\_\_\_  
Lucille E. Reymann  
Senior Vice President

Columbia Management Group, LLC  
Columbia Management Advisors, LLC

By: /s/ Christopher Wilson

\_\_\_\_\_  
Christopher Wilson  
Managing Director

Banc of America Securities Holdings Corporation

By: /s/ Robert Qutub

\_\_\_\_\_  
Robert Qutub  
President

Banc of America Securities LLC

By: /s/ Kenneth J. Blau

\_\_\_\_\_  
Kenneth J. Blau  
Principal

NMS Services Inc.

By: /s/ Matthew B. Smith

\_\_\_\_\_  
Matthew B. Smith  
Vice President

United States Trust Company, N.A.

By: /s/ Michael J. Murphy

\_\_\_\_\_  
Michael J. Murphy  
Senior Vice President