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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 23, 2008**

**UAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-06033**

(Commission File Number)

**36-2675207**

(IRS Employer Identification No.)

**77 W. Wacker Drive, Chicago, IL**

(Address of Principal Executive Offices)

**60601**

(Zip Code)

Registrant's telephone number, including area code: **(312) 997-8000**

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(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 23, UAL Corporation filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire the PBGC 2% Convertible Preferred Stock, par value \$0.01 per share (the "PBGC Preferred Stock"). All 5,000,000 shares of the PBGC Preferred Stock have been converted into UAL Corporation common stock and there are no longer any shares of PBGC Preferred Stock outstanding. Effective upon filing, the Certificate of Retirement amended the Restated Certificate of UAL Corporation to eliminate all references to the PBGC Preferred Stock. A copy of the Certificate of Retirement is attached as Exhibit 3.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Retirement of PBGC 2% Convertible Preferred Stock

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UAL CORPORATION**

By: /s/ Paul R. Lovejoy  
Name: Paul R. Lovejoy  
Title: Senior Vice President,  
General Counsel and Secretary

Date: October 24, 2008

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
3.1*	Certificate of Retirement of PBGC 2% Convertible Preferred Stock

- Filed herewith electronically.

**CERTIFICATE OF RETIREMENT  
OF  
PBGC 2% CONVERTIBLE PREFERRED STOCK  
OF  
UAL CORPORATION**

Pursuant to Section 243(b)  
of the General Corporation Law  
of the State of Delaware

UAL Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"),  
HEREBY CERTIFIES as follows:

1. All outstanding shares of PBGC 2% Convertible Preferred Stock, par value \$0.01 per share ("PBGC Preferred Stock"), of the Company have been converted into shares of Common Stock, par value \$0.01 per share ("Common Stock"), of the Company.

2. The Board of Directors of the Company has adopted resolutions retiring the PBGC Preferred Stock upon the conversion of such stock to Common Stock.

3. The Certificate of Incorporation of the Company filed with the Secretary of State of the State of Delaware on February 1, 2006, provides that any shares of PBGC Preferred Stock which are converted into shares of Common Stock must be promptly retired and cancelled.

4. Accordingly, pursuant to the provisions of Section 243(b) of the General Corporation Law of the State of Delaware, upon the effective date of the filing of this Certificate of Retirement, the Certificate of Incorporation of the Company shall be amended so as to eliminate therefrom all reference to the PBGC Preferred Stock and to reduce the total authorized number of shares of the capital stock of the Company by 5,000,000 shares, such that the total number of authorized shares of the Company shall be 1,250,000,002, such shares consisting of 1,000,000,000 shares, par value \$0.01 per share, designated Common Stock, 250,000,000 shares of preferred stock, without par value, designated Serial Preferred Stock, one (1) share of Class Pilot MEC Junior Preferred Stock, par value \$0.01 per share, designated Class Pilot MEC Preferred Stock, and one (1) share of Class IAM Junior Preferred Stock, par value \$0.01 per share, designated Class IAM Preferred Stock.

IN WITNESS WHEREOF, the Company has caused this Certificate of Retirement to be signed by its duly authorized officer, this 23 day of October, 2008

UAL CORPORATION

By: /s/ Paul R. Lovejoy

Name: Paul R. Lovejoy

Title: Senior Vice President, General Counsel & Secretary

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