

**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): June 7, 2010

**UAL CORPORATION
UNITED AIR LINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware
Delaware
(State or other jurisdiction
of incorporation)

001-06033
001-11355
(Commission
File Number)

36-2675207
36-2675206
(IRS Employer
Identification Number)

77 W. Wacker Drive, Chicago, IL
(Address of principal executive offices)

60601
(Zip Code)

(312) 997-8000

Registrant's telephone number, including area code

(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))

Item 8.01 Other Events

On June 7, 2010, United Air Lines, Inc. issued a press release reporting its May 2010 traffic performance. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release issued by United Air Lines, Inc. dated June 7, 2010

* Filed herewith electronically.

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
UNITED AIR LINES, INC.**

By: /s/ Kathryn A. Mikells

Name: Kathryn A. Mikells

Title: Executive Vice President and Chief Financial Officer

Date: June 7, 2010

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release issued by United Air Lines, Inc. dated June 7, 2010
*	Filed herewith electronically.

A STAR ALLIANCE MEMBER **Worldwide Press Office:**Email: media.relations@united.com**United Airlines Reports May 2010 Operational Performance**

CHICAGO, June 7, 2010 – United Airlines today reported its preliminary consolidated traffic results for May 2010. Total consolidated revenue passenger miles (RPMs) increased in May by 7.5% on an increase of 3.3% in available seat miles (ASMs) compared with the same period in 2009. This resulted in a reported May consolidated passenger load factor of 83.3%, an increase of 3.3 points compared to 2009.

For May 2010, consolidated passenger revenue per available seat mile (PRASM) is estimated to have increased 25.5% to 26.5% year over year. Consolidated PRASM is estimated to have increased 3.2% to 4.2% for May 2010 compared to May 2008, 2.2 percentage points of which were due to growth in ancillary revenues.

United reported a U.S. Department of Transportation on-time arrival rate of 84.8% in May.

Average May 2010 mainline fuel price, including gains or losses on settled fuel hedges and excluding non-cash, mark-to-market fuel hedge gains and losses, is estimated to be \$2.45 per gallon. Including non-cash, mark-to-market fuel hedge gains and losses, the estimated fuel price is \$2.91 per gallon for the month.

About United

United Airlines, a wholly-owned subsidiary of UAL Corporation (Nasdaq: UAU), operates approximately 3,300* flights a day on United and United Express to more than 230 U.S. domestic and international destinations from its hubs in Los Angeles, San Francisco, Denver, Chicago and Washington, D.C. With key global air rights in the Asia-Pacific region, Europe and Latin America, United is one of the largest international carriers based in the United States. United also is a founding member of Star Alliance, which provides connections for our customers to 1,077 destinations in 175 countries worldwide. United's 46,000 employees reside in every U.S. state and in many countries around the world. United ranked No. 1 in on-time performance for domestic scheduled flights for 2009 among America's five largest global carriers, as measured by the Department of Transportation and published in the Air Travel Consumer Report for 2009. News releases and other information about United can be found at the company's Web site at united.com, and follow United on Twitter @UnitedAirlines.

* Based on United's forward-looking flight schedule for January 2010 to December 2010

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REVENUE PASSENGER MILES ('000)**

	May 2010	May 2009	Change
North America	4,861,568	4,909,327	-1.0%
Pacific	1,956,345	1,684,789	16.1%
Atlantic	1,767,767	1,627,872	8.6%
Latin America	253,291	178,022	42.3%
Total International	3,977,403	3,490,683	13.9%
Total Mainline	8,838,971	8,400,010	5.2%
Regional Affiliates	1,417,595	1,140,062	24.3%
Total Consolidated	10,256,566	9,540,072	7.5%

AVAILABLE SEAT MILES ('000)**

North America	5,680,834	5,787,242	-1.8%
Pacific	2,395,091	2,388,797	0.3%
Atlantic	2,115,651	2,020,555	4.7%
Latin America	333,196	274,157	21.5%
Total International	4,843,938	4,683,509	3.4%
Total Mainline	10,524,772	10,470,751	0.5%
Regional Affiliates	1,784,477	1,450,233	23.0%
Total Consolidated	12,309,249	11,920,984	3.3%

LOAD FACTOR**

North America	85.6%	84.8%	0.8 pts
Pacific	81.7%	70.5%	11.2 pts
Atlantic	83.6%	80.6%	3.0 pts
Latin America	76.0%	64.9%	11.1 pts
Total International	82.1%	74.5%	7.6 pts
Total Mainline	84.0%	80.2%	3.8 pts
Regional Affiliates	79.4%	78.6%	0.8 pts
Total Consolidated	83.3%	80.0%	3.3 pts

REVENUE PASSENGERS BOARDED ('000)**

Mainline	4,662	4,744	-1.7%
Regional Affiliates	2,456	2,148	14.3%
Total Consolidated	7,118	6,892	3.3%

CARGO TON MILES ('000)**

Freight	167,241	113,733	47.0%
Mail	14,780	16,350	-9.6%
Total Mainline	182,021	130,083	39.9%

** Includes Scheduled and Charter Operations. Regional Affiliates results only reflect flights operated under capacity purchase agreements and flights operated as part of our joint venture with Aer Lingus.

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REVENUE PASSENGER MILES ('000)**

	QTD May 2010	QTD May 2009	Change
North America	9,587,262	9,767,708	-1.8%
Pacific	3,785,196	3,373,559	12.2%
Atlantic	3,048,663	3,103,233	-1.8%
Latin America	514,804	461,485	11.6%
Total International	7,348,663	6,938,277	5.9%
Total Mainline	16,935,925	16,705,985	1.4%
Regional Affiliates	2,770,763	2,223,470	24.6%
Total Consolidated	19,706,688	18,929,455	4.1%

AVAILABLE SEAT MILES ('000)**

North America	11,249,095	11,505,548	-2.2%
Pacific	4,722,216	4,720,059	0.0%
Atlantic	3,769,268	3,941,027	-4.4%
Latin America	659,175	652,537	1.0%
Total International	9,150,659	9,313,623	-1.7%
Total Mainline	20,399,754	20,819,171	-2.0%
Regional Affiliates	3,521,365	2,852,700	23.4%
Total Consolidated	23,921,119	23,671,871	1.1%

LOAD FACTOR**

North America	85.2%	84.9%	0.3 pts
Pacific	80.2%	71.5%	8.7 pts
Atlantic	80.9%	78.7%	2.2 pts
Latin America	78.1%	70.7%	7.4 pts
Total International	80.3%	74.5%	5.8 pts
Total Mainline	83.0%	80.2%	2.8 pts
Regional Affiliates	78.7%	77.9%	0.8 pts
Total Consolidated	82.4%	80.0%	2.4 pts

REVENUE PASSENGERS BOARDED ('000)**

Mainline	9,064	9,450	-4.1%
Regional Affiliates	4,801	4,193	14.5%
Total Consolidated	13,865	13,643	1.6%

CARGO TON MILES ('000)**

Freight	313,654	222,027	41.3%
Mail	29,594	33,004	-10.3%
Total Mainline	343,248	255,031	34.6%

** Includes Scheduled and Charter Operations. Regional Affiliates results only reflect flights operated under capacity purchase agreements and flights operated as part of our joint venture with Aer Lingus.

REVENUE PASSENGER MILES ('000)**

	YTD May 2010	YTD May 2009	Change
North America	22,684,866	23,219,100	-2.3%
Pacific	8,955,114	8,338,814	7.4%
Atlantic	6,789,588	6,619,190	2.6%
Latin America	1,398,936	1,401,177	-0.2%
Total International	17,143,638	16,359,181	4.8%
Total Mainline	39,828,504	39,578,281	0.6%
Regional Affiliates	6,357,887	5,159,503	23.2%
Total Consolidated	46,186,391	44,737,784	3.2%

AVAILABLE SEAT MILES ('000)**

North America	27,302,919	28,497,403	-4.2%
Pacific	10,843,370	11,511,174	-5.8%
Atlantic	8,661,760	8,892,019	-2.6%
Latin America	1,752,501	1,909,820	-8.2%
Total International	21,257,631	22,313,013	-4.7%
Total Mainline	48,560,550	50,810,416	-4.4%
Regional Affiliates	8,309,022	6,934,802	19.8%
Total Consolidated	56,869,572	57,745,218	-1.5%

LOAD FACTOR**

North America	83.1%	81.5%	1.6 pts
Pacific	82.6%	72.4%	10.2 pts
Atlantic	78.4%	74.4%	4.0 pts
Latin America	79.8%	73.4%	6.4 pts
Total International	80.6%	73.3%	7.3 pts
Total Mainline	82.0%	77.9%	4.1 pts
Regional Affiliates	76.5%	74.4%	2.1 pts
Total Consolidated	81.2%	77.5%	3.7 pts

REVENUE PASSENGERS BOARDED ('000)**

Mainline	21,490	22,596	-4.9%
Regional Affiliates	11,193	9,715	15.2%
Total Consolidated	32,683	32,311	1.2%

CARGO TON MILES ('000)**

Freight	727,365	507,354	43.4%
Mail	78,124	85,964	-9.1%
Total Mainline	805,489	593,318	35.8%

** Includes Scheduled and Charter Operations. Regional Affiliates results only reflect flights operated under capacity purchase agreements and flights operated as part of our joint venture with Aer Lingus.



GAAP To Non-GAAP Reconciliations

Pursuant to SEC Regulation G, the Company has included the following reconciliation of reported non-GAAP financial measures to comparable financial measures reported on a GAAP basis. Since the Company did not apply cash flow hedge accounting prior to April 1, 2010, the Company believes that the net fuel hedge adjustments provide management and investors with a better perspective of its performance and comparison to its peers because the adjustments reflect the economic fuel cost during the periods presented and many of our peers apply cash flow hedge accounting. The non-cash mark-to-market gain/loss adjustment includes the reversal of prior period non-cash mark-to-market gain/loss related to May hedge settlements and May mark-to-market gain/loss related to hedges that will settle in June 2010, which were not designated as cash flow hedges.

	<u>May 2010</u>
Mainline fuel price per gallon excluding non-cash, net mark-to-market gains and losses	2.45
Add: Non-cash, net mark-to-market (gains) and losses per gallon	<u>0.46</u>
Mainline fuel price per gallon	2.91

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this release are forward-looking and thus reflect our current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to our operations and business environment that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Words such as “expects,” “will,” “plans,” “anticipates,” “indicates,” “believes,” “forecast,” “guidance,” “outlook” and similar expressions are intended to identify forward-looking statements. Additionally, forward-looking statements include statements which do not relate solely to historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this release are based upon information available to us on the date of this release. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise. Our actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: our ability to comply with the terms of our amended credit facility and other financing arrangements; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to execute our operational plans; our ability to control our costs, including realizing benefits from our resource optimization efforts, cost reduction initiatives and fleet replacement programs; our ability to utilize our net operating losses; our ability to attract and retain customers; demand for transportation in the markets in which we operate; an outbreak of a disease that affects travel demand or travel behavior; demand for travel and the impact the economic recession has on customer travel patterns; the increasing reliance on enhanced video-conferencing and other technology as a means of conducting virtual meetings; general economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, costs of aviation fuel and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aviation fuel; any potential realized or unrealized gains or losses related to fuel or currency hedging programs; the effects of any hostilities, act of war or terrorist attack; the ability of other air carriers with whom we have alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aviation or other insurance; the costs associated with security measures and practices; industry consolidation; competitive pressures on pricing and on demand; capacity decisions of United and/or our competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements); labor costs; our ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our labor groups; weather conditions; and other risks and uncertainties set forth under the caption “Risk Factors” in Item 1A. of the 2009 Annual Report, as well as other risks and uncertainties set forth from time to time in the reports we file with the U.S. Securities and Exchange Commission (“SEC”). Consequently, forward-looking statements should not be regarded as representations or warranties by UAL Corporation or United that such matters will be realized.

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