

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13E-4/A  
ISSUER TENDER OFFER STATEMENT  
(Pursuant to Section 13(e)(1) of the  
Securities Exchange Act of 1934)

Amendment No. 2

UAL CORPORATION  
(Name of the Issuer and Person Filing Statement)

SERIES A CONVERTIBLE PREFERRED STOCK  
(Title of Class of Securities)

902549 30 2  
(CUSIP Number of Class of Securities)

Francesca M. Maher  
Vice President-Law and  
Corporate Secretary  
UAL Corporation  
1200 East Algonquin Road  
Elk Grove Township, Illinois 60007  
(708) 952-4000

Robert E. Curley  
Mayer, Brown & Platt  
190 South LaSalle Street  
Chicago, Illinois 60603  
(312) 701-7306

(Name, Address and Telephone Number of Persons Authorized  
Receive Notices and Communications on Behalf of  
Person Filing Statement)

March 2, 1995

(Date Tender Offer First Published,  
Sent or Given to Security Holders)

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
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\$600,000,000	\$40,000

\* Calculated as of February 2, 1995, pursuant to Rule 0-11(a)(4)  
under the Securities Act of 1933, as amended.

(x) Check box if any part of the fee is offset as provided  
by Rule 0-11(a)(2) and identify the filing with which  
the offsetting fee was previously paid. Identify the  
previous filing by registration statement number, or  
the Form or Schedule and the date of its filing.

Amount Previously Paid: \$206,897  
Form or Registration No.: S-4, File No. 33-57579  
Filing Party: UAL Corporation  
Date Filed: February 3, 1995

Pursuant to the requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended, and General Instruction D to Schedule 13E-4 thereunder, UAL Corporation ("UAL") hereby amends its Issuer Tender Offer Statement on Schedule 13E-4 (File No. 5-7322) filed under the Securities Exchange Act of 1934, as amended, in connection with the registration statement on Form S-4 (File No. 33-57579) (the "Registration Statement") regarding its exchange offer (the "Exchange Offer") to exchange up to \$600,000,000 aggregate principal amount of debentures designated as its 6-3/8% Convertible Subordinated Debentures due 2025 (the "Debentures") for up to all of UAL's outstanding Series A Convertible Preferred Stock (the "Series A Preferred Stock"). All references to "Preliminary Prospectus" in response to the items of this schedule mean UAL's Prospectus dated March 2, 1995.

The Exchange offer terminated at 5 p.m., New York City time, on Monday, April 3, 1995. The Exchange Offer resulted in the exchange of 5,999,900 shares of the Series A Preferred Stock for a principal amount of \$599,990,000 of the Debentures on April 11, 1995.

SIGNATURE

After due 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: April 21, 1995

UAL CORPORATION

By /s/ Douglas A. Hacker  
Douglas A. Hacker  
Senior Vice President-Finance