
**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 14, 2010

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 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))
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Item 7.01 Regulation FD Disclosure.

On June 14, 2010, UAL Corporation, the holding company whose primary subsidiary is United Air Lines, Inc., provided an investor update related to its financial and operational outlook for the second quarter of 2010. A copy of the investor update is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------------|
| 99.1 | UAL Investor Update dated June 14, 2010 |

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/ Kathryn A. Mikells
Name: Kathryn A. Mikells
Title: Executive Vice President and
Chief Financial Officer

Date: June 14, 2010

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------------|
| 99.1* | UAL Investor Update dated June 14, 2010 |

* Furnished herewith electronically.

**UAL Investor Update: June 14, 2010****Outlook Highlights****Capacity**

Second quarter 2010 consolidated available seat miles (ASMs) are estimated to be up 0.9% year-over-year. Second quarter 2010 consolidated revenue passenger miles (RPMs) are estimated to be up 2.8% to 3.8% year-over-year.

Revenue

The company estimates consolidated passenger unit revenue (PRASM) to be up 26.0% to 27.0% year-over-year for the second quarter, and mainline PRASM to be up 28.0% to 29.0% year-over-year. About one percentage point of this increase is due to accounting adjustments to be booked in the month of June.

Non-Fuel Expense

The company estimates second quarter 2010 consolidated non-fuel unit cost per ASM (CASM), excluding profit sharing and certain accounting charges, to be up 3.2% to 3.7% year-over-year. The company estimates second quarter 2010 mainline non-fuel unit cost per ASM (CASM), excluding profit sharing and certain accounting charges, to be up 3.8% to 4.3%.

Fuel Expense

The company estimates mainline fuel price, including the impact of cash settled hedges, to be \$2.35 per gallon for the second quarter.

Profit Sharing

The company pays 15% of total GAAP pre-tax profits excluding special items and stock compensation expense, as profit sharing to employees when pre-tax profit excluding special items and stock compensation expense exceeds \$10 million. Profit sharing expense is accrued on a year-to-date basis. Year-to-date through the second quarter 2010, stock compensation expense is estimated to be \$21 million.

Non-Operating Income/Expense

Non-operating expense is estimated to be \$155 million to \$165 million for the second quarter.

Income Taxes

Because of its net operating loss carry-forwards, the company expects to pay minimal cash taxes for the foreseeable future and expects an effective tax rate of 0% for the second quarter of 2010.

Unrestricted and Restricted Cash

The company expects to end the second quarter with an unrestricted cash balance of approximately \$4.8 billion. The company expects to end the second quarter with a restricted cash balance of approximately \$260 million.

Credit Facility Fixed Charge Coverage Ratio Covenant

The company expects to be in full compliance with its credit facility covenants in the second quarter.

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Second Quarter 2010 Financial and Operational Outlook

| | <u>Second Quarter 2010</u> | <u>Year-Over-Year % Change Higher/(Lower)</u> |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------|
| Revenue | | |
| Mainline Passenger Unit Revenue (¢/ASM) | 11.93¢ - 12.02¢ | 28.0% - 29.0% |
| Regional Affiliate Passenger Unit Revenue (¢/ASM) | 18.76¢ - 18.93¢ | 10.6% - 11.6% |
| Consolidated Passenger Unit Revenue (¢/ASM) | 12.93¢ - 13.03¢ | 26.0% - 27.0% |
| Cargo and Other Revenue (\$ millions) | 415 - 425 | |
| Operating Expense* | | |
| Mainline Unit Cost Excluding Profit Sharing and Non-Cash Net Mark-to-Market Impacts (¢/ASM) | 11.77¢ - 11.81¢ | 9.1% - 9.5% |
| Regional Affiliate Unit Cost (¢/ASM) | 16.77¢ - 16.81¢ | 4.6% - 4.9% |
| Consolidated Unit Cost Excluding Profit Sharing and Non-Cash Net Mark-to-Market Impacts (¢/ASM) | 12.50¢ - 12.54¢ | 9.4% - 9.7% |
| Non-Fuel Expense* | | |
| Mainline Unit Cost Excluding Fuel & Profit Sharing (¢/ASM) | 8.00¢ - 8.04¢ | 3.8% - 4.3% |
| Regional Affiliate Unit Cost Excluding Fuel (¢/ASM) | 11.41¢ - 11.45¢ | (4.9%) - (4.6%) |
| Consolidated Unit Cost Excluding Fuel & Profit Sharing (¢/ASM) | 8.50¢ - 8.54¢ | 3.2% - 3.7% |
| Fuel Expense | | |
| Mainline Fuel Consumption | 497 Million Gallons | |
| Mainline Fuel Price Excluding Hedges | \$2.31 / Gallon | |
| Mainline Fuel Price Including Cash Settled Hedges | \$2.35 / Gallon | |
| Mainline Fuel Price Including Cash Settled Hedges and Non-Cash Net Mark-to-Market Gains/(Losses) (GAAP fuel expense per gallon) | \$2.41 / Gallon | |
| Regional Affiliates Fuel Consumption | 112 Million Gallons | |
| Regional Affiliates Fuel Price | \$2.54 / Gallon | |
| (Fuel hedge gains and losses are not allocated to Regional Affiliates) | | |
| Non-Operating Income/(Expense) | | |
| Non-Operating Income/(Expense) | (\$155M) - (\$165M) | |
| Income Taxes | | |
| Effective Tax Rate | 0% | |
| Capacity and Traffic | | |
| Mainline Domestic Capacity (Million ASM's) | 17,055 | (3.3%) |
| Mainline International Capacity (Million ASM's) | 13,939 | 0.1% |
| Mainline System Capacity (Million ASM's) | 30,994 | (1.8%) |
| Regional Affiliates Capacity (Million ASM's)** | 5,309 | 20.2% |
| Consolidated Domestic Capacity (Million ASM's) | 22,181 | 0.6% |
| Consolidated System Capacity (Million ASM's) | 36,303 | 0.9% |
| Mainline System Traffic (Million RPM's) | 26,130 - 26,391 | 0.4% - 1.4% |
| Regional Affiliates Traffic (Million RPM's)** | 4,197 - 4,231 | 20.8% - 21.8% |
| Consolidated System Traffic (Million RPM's) | 30,327 - 30,622 | 2.8% - 3.8% |

* Excludes special items and certain accounting charges

** 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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Fuel Hedge Positions

For the second quarter, the company has hedged approximately 77% of its estimated consolidated fuel requirements at an average crude oil price of \$75 per barrel.

Share Count

Shown below, for illustrative purposes only, are estimated basic and dilutive share counts for the second quarter of 2010 and the full year 2010. The calculation of share counts is based on a number of assumptions including, but not limited to, an assumed market stock price, number of shares outstanding and a statutory tax rate of 37%. Actual share counts may be different from those shown below.

| Net Income | 2Q 2010 (Estimated) | | |
|-------------------------------|------------------------------------|--------------------------------------|------------------------------------|
| | Basic Share Count (in millions) | Diluted Share Count (in millions) | Interest Add-back (in millions) |
| Less than or equal to \$0 | 168.0 | 168.0 | — |
| \$1 million - \$13 million | 168.0 | 169.1 | — |
| \$14 million - \$120 million | 168.0 | 208.8 | \$ 3.2 |
| \$121 million - \$166 million | 168.0 | 231.1 | \$ 16.4 |
| \$167 million or greater | 168.0 | 234.5 | \$ 19.1 |

| Net Income | Full Year 2010 (Estimated) | | |
|-------------------------------|------------------------------------|--------------------------------------|------------------------------------|
| | Basic Share Count (in millions) | Diluted Share Count (in millions) | Interest Add-back (in millions) |
| Less than or equal to \$0 | 167.9 | 167.9 | — |
| \$1 million - \$55 million | 167.9 | 169.0 | — |
| \$56 million - \$485 million | 167.9 | 208.7 | \$ 13.0 |
| \$486 million - \$672 million | 167.9 | 231.0 | \$ 66.0 |
| \$673 million or greater | 167.9 | 234.4 | \$ 76.9 |

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this investor update 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 investor update are based upon information available to us on the date of this investor update. 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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Non-GAAP To 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. The company believes that excluding fuel costs and certain other items from some measures is useful to investors because it provides an additional measure of management's performance excluding the effects of a significant cost item over which management has limited influence, and the effects of certain other items that would otherwise make analysis of the company's operating performance more difficult.

| | <u>Q2 2010 Estimate</u> | |
|-----------------------------------------------------------------------------------------------------------|-------------------------|---------------|
| | <u>Low</u> | <u>High</u> |
| Mainline operating expense per ASM – CASM (cents) | | |
| Mainline operating expense excluding profit sharing | 11.87 | 11.91 |
| Special items and other exclusions* | — | — |
| Mainline operating expense excluding profit sharing and special items | 11.87 | 11.91 |
| Less: net non-cash mark-to-market impact | <u>(0.10)</u> | <u>(0.10)</u> |
| Mainline operating expense excluding profit sharing, net non-cash mark-to-market impact and special items | 11.77 | 11.81 |
| Less: fuel expense (excluding net non-cash mark-to-market impact) | <u>(3.77)</u> | <u>(3.77)</u> |
| Mainline operating expense excluding fuel, profit sharing and special items | 8.00 | 8.04 |

| | <u>Q2 2010 Estimate</u> | |
|--------------------------------------------------------------------|-------------------------|---------------|
| | <u>Low</u> | <u>High</u> |
| Regional Affiliate operating expense per ASM – CASM (cents) | | |
| Regional Affiliate operating expense | 16.77 | 16.81 |
| Less: Regional Affiliate fuel expense | <u>(5.36)</u> | <u>(5.36)</u> |
| Regional Affiliate operating expense excluding fuel | 11.41 | 11.45 |

| | <u>Q2 2010 Estimate</u> | |
|---------------------------------------------------------------------------------------------------------------|-------------------------|---------------|
| | <u>Low</u> | <u>High</u> |
| Consolidated operating expense per ASM – CASM (cents) | | |
| Consolidated operating expense excluding profit sharing | 12.58 | 12.62 |
| Special items and other exclusions* | — | — |
| Consolidated operating expense excluding profit sharing and special items | 12.58 | 12.62 |
| Less: net non-cash mark-to-market impact | <u>(0.08)</u> | <u>(0.08)</u> |
| Consolidated operating expense excluding profit sharing, net non-cash mark-to-market impact and special items | 12.50 | 12.54 |
| Less: fuel expense (excluding net non-cash mark-to-market impact) | <u>(4.00)</u> | <u>(4.00)</u> |
| Consolidated operating expense excluding fuel, profit sharing and special items | 8.50 | 8.54 |

* Operating expense per ASM – CASM also excludes the impact of other certain accounting charges. While United anticipates that it will record such charges in the second quarter, at this time the company is unable to accurately estimate the amounts of these charges.

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