

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 3 TO THE**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**UAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**36-2675207**  
(I.R.S. Employer  
Identification No.)

**1200 East Algonquin Road, Elk Grove Township, Illinois 60007**  
(Address of Principal Executive Offices; Zip Code)

**Employees' Stock Purchase Plan of UAL Corporation**  
(Full title of the plan)

**Paul R. Lovejoy, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**UAL Corporation**  
**P. O. Box 66919**  
**Chicago, Illinois 60666**  
**(847) 700-4000**  
(Name, address and telephone number, including area code, of agent for service)

**PART I**  
**EXPLANATORY NOTE**

UAL Corporation, a Delaware corporation (the "Company"), previously registered shares of its common stock, par value \$.01 per share (as amended by Post-Effective Amendments Nos. 1 and 2) ("Common Stock"), on Form S-8, File No. 33-37613. This Post-Effective Amendment No. 3 is being filed to remove from registration all shares of Common Stock which remain unsold thereunder.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Elk Grove Township, Illinois, on this 12th day of September, 2003.

UAL CORPORATION

By: /s/ Paul R. Lovejoy

Name: Paul R. Lovejoy

Title: Senior Vice President,

General Counsel and Secretary