



43.8 % COMMON

12. TYPE OF REPORTING PERSON\*

BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
0 SHARES
6. SHARED VOTING POWER  
0 SHARES
7. SOLE DISPOSITIVE POWER  
0 SHARES
8. SHARED DISPOSITIVE POWER  
3,505,673.292 SHARES (REPRESENTS 876,418.323 SHS CLASS-II  
NON VOTING ESOP CONVERTIBLE PREFERRED STOCK  
CONVERTIBLE INTO COMMON [RATIO - 1 PFD = 4 COM])
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,505,673.292 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
3.6 % COMMON
12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
0 SHARES
6. SHARED VOTING POWER  
4,577,822.359 PREFERRED SHARES (4,577,822.359 SHARES CLASS P  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 25.4% OF  
THE VOTING POWER OF THE CORPORATION. VOTING POWER  
LIMITED TO MATTERS OTHER THAN VOTE FOR DIRECTORS
7. SOLE DISPOSITIVE POWER  
0 SHARES
8. SHARED DISPOSITIVE POWER  
1,831.129 SHARES (4,577,822.359 PREFERRED SHARES CONVERTIBLE TO  
COMMON [RATIO - 2,500 PFD = 1 COM])
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,577,822.359 PREFERRED SHARES (4,577,822.359 SHARES CLASS P  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 25.4% OF THE  
VOTING POWER OF THE CORPORATION. VOTING POWER  
LIMITED TO MATTERS OTHER THAN VOTE FOR DIRECTORS
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
100% CLASS P ESOP VOTING JUNIOR PREFERRED  
25.4% VOTING POWER
12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
0 SHARES
6. SHARED VOTING POWER  
3,815,674.607 PREFERRED SHARES (3,815,674.607 SHARES CLASS M  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 20.4%  
VOTING POWER OF THE CORPORATION. VOTING POWER  
LIMITED TO MATTERS OTHER THAN VOTE FOR  
DIRECTORS)
7. SOLE DISPOSITIVE POWER  
0 SHARES
8. SHARED DISPOSITIVE POWER  
1,526.270 SHARES (3,815,674.607 PREFERRED SHARES CONVERTIBLE TO  
COMMON [RATIO - 2,500 PFD = 1 COM])
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,815,674.607 PREFERRED SHARES (3,815,674.607 SHARES CLASS M  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 20.4%  
VOTING POWER OF THE CORPORATION. VOTING POWER  
LIMITED TO MATTERS OTHER THAN THE VOTE FOR  
DIRECTORS)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
100% CLASS M ESOP VOTING JUNIOR PREFERRED  
20.4% VOTING POWER
12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
0 SHARES
6. SHARED VOTING POWER  
1,701,960.707 PREFERRED SHARES (1,701,960.707 SHARES CLASS S  
ESOP VOTING JUNIOR PREFERRED REPRESENT 9.2%  
VOTING POWER OF THE CORPORATION. VOTING  
POWER LIMITED TO MATTERS OTHER THAN THE  
VOTE FOR DIRECTORS)
7. SOLE DISPOSITIVE POWER  
0 SHARES
8. SHARED DISPOSITIVE POWER  
680.784 PREFERRED SHARES (1,701,960.707 PREFERRED SHARES  
CONVERTIBLE TO COMMON - 2,500 PFD = 1 COM)
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,701,960.707 PREFERRED SHARES (1,701,960.707 SHARES CLASS S  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 9.2%  
VOTING POWER OF THE CORPORATION. VOTING  
POWER LIMITED TO MATTERS OTHER THAN THE  
VOTE FOR DIRECTORS)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
100% CLASS S ESOP VOTING JUNIOR PREFERRED  
9.2% VOTING POWER
12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
OR DISCRETIONARY ADVISOR VARIOUS COLLECTIVE INVESTMENT FUNDS  
FOR EMPLOYEE BENEFIT PLANS AND OTHER INDEX ACCOUNTS UAL
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
107,818 SHARES
6. SHARED VOTING POWER  
0 SHARES
7. SOLE DISPOSITIVE POWER  
158,544 SHARES
8. SHARED DISPOSITIVE POWER  
0 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
158,544 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
.2%
12. TYPE OF REPORTING PERSON\*  
  
BK

## ITEM 1.

(A) NAME OF ISSUER

UAL CORPORATION

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

UAL CORPORATION  
1200 EAST ALGONQUIN ROAD  
ELK GROVE VILLAGE, ILLINOIS 60007

## ITEM 2.

(A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE CLASS OF SECURITIES

COMMON  
CLASS M,P, AND S ESOP VOTING JUNIOR PREFERRED

(E) CUSIP NUMBER

902549500

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:(B)  BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT



## ITEM 4. OWNERSHIP

## (A) AMOUNT BENEFICIALLY OWNED

107,818 COMMON VOTING SHARES  
45,703,408.256 COMMON & COMMON EQUIVALENT DISPOSITIVE SHS  
10,095,457.673 ESOP VOTING JUNIOR PREFERRED

## (B) PERCENT OF CLASS

.2% COMMON VOTING  
47.6% COMMON DISPOSITIVE  
55% (ESOP VOTING JUNIOR PREFERRED-VOTING ONLY)

## (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF  
107,818 SHARES
- (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF  
10,095,457.673 SHARES (REPRESENTS 55% VOTING POWER  
OF THE CORPORATION)
- (III) SOLE POWER TO DISPOSE OR TO DIRECT THE  
DISPOSITION OF  
158,544 SHARES
- (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE  
DISPOSITION OF  
45,544,864.256 SHARES

## ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

## ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

## ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

## ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

## ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE 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.

10 FEBRUARY 1998

STATE STREET BOSTON CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/s/ MARY SUE SPAIN  
ASSISTANT VICE PRESIDENT