

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
SCHEDULE 13G

Information Statement pursuant to Rule 13d-1 and 13d-2

(AMENDMENT NO. 2 )\*

UAL Corporation

-----  
(NAME OF ISSUER)

COMMON STOCK

-----  
(TITLE OF CLASS OF SECURITIES)

902549500

-----  
(CUSIP NUMBER)

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Check the following box if a fee is being paid with this statement :\_:  
(A fee is not required only if the filing person: (1) has a previous  
statement on file reporting beneficial ownership of more than five  
percent of the class of securities described in Item 1; and (2) has  
filed no amendment subsequent thereto reporting beneficial ownership  
of five percent or less of such class.) (See Rule 13d-7.)

\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information  
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be 'filed' for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ('Act') or otherwise subject to the liabilities  
of that section of the Act but shall be subject to all other provisions  
of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

1		NAME OF REPORTING PERSON	
		AXA Assurances I.A.R.D. Mutuelle	
2		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
3		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ] (B) [X]	
4		SEC USE ONLY	
5		CITIZENSHIP OR PLACE OF ORGANIZATION	
		France	
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 1994	6	SOLE VOTING POWER	1,908,532
	7	SHARED VOTING POWER	77,650
BY EACH REPORTING PERSON WITH	8	SOLE DISPOSITIVE POWER	3,103,842
	9	SHARED DISPOSITIVE POWER	0
9			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
3,103,842			
(Not to be construed as an admission of beneficial ownership)			
10			
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
SHARES *  -----			
-----			
11			
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
24.6%			
12			
TYPE OF REPORTING PERSON *			
IC			

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1		NAME OF REPORTING PERSON AXA Assurances Vie Mutuelle	
2		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
3		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ] (B) [X]	
4		SEC USE ONLY	
5		CITIZENSHIP OR PLACE OF ORGANIZATION France	
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 1994 BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER 1,908,532	
	7	SHARED VOTING POWER 77,650	
	8	SOLE DISPOSITIVE POWER 3,103,842	
	9	SHARED DISPOSITIVE POWER 0	
10		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,103,842 (Not to be construed as an admission of beneficial ownership)	
11		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *  -----   -----	
12		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 24.6%	
13		TYPE OF REPORTING PERSON * IC	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1		NAME OF REPORTING PERSON		
		Alpha Assurances I.A.R.D. Mutuelle		
2		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
3		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ] (B) [X]		
4		SEC USE ONLY		
5		CITIZENSHIP OR PLACE OF ORGANIZATION		
		France		
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 1994 BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER	1,908,532	
	7	SHARED VOTING POWER	77,650	
	8	SOLE DISPOSITIVE POWER	3,103,842	
	9	SHARED DISPOSITIVE POWER	0	
	10			AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
				3,103,842
				(Not to be construed as an admission of beneficial ownership)
	11			CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *
			----- -----	
12		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
		24.6%		
13		TYPE OF REPORTING PERSON *		
		IC		

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1		NAME OF REPORTING PERSON Alpha Assurances Vie Mutuelle
		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ] (B) [X]
3		SEC USE ONLY
4		CITIZENSHIP OR PLACE OF ORGANIZATION France
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 1994 BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,908,532
	6	SHARED VOTING POWER 77,650
	7	SOLE DISPOSITIVE POWER 3,103,842
	8	SHARED DISPOSITIVE POWER 0
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,103,842 (Not to be construed as an admission of beneficial ownership)
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *  -----   -----
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  24.6%
12		TYPE OF REPORTING PERSON *  IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1		NAME OF REPORTING PERSON Uni Europe Assurance Mutuelle
2		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
3		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ] (B) [X]
4		SEC USE ONLY
5		CITIZENSHIP OR PLACE OF ORGANIZATION France
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 1994 BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER 1,908,532
	7	SHARED VOTING POWER 77,650
	8	SOLE DISPOSITIVE POWER 3,103,842
	9	SHARED DISPOSITIVE POWER 0
10		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,103,842 (Not to be construed as an admission of beneficial ownership)
11		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *  -----   -----
12		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 24.6%
13		TYPE OF REPORTING PERSON * IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON

AXA

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]

(B) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF

5 SOLE VOTING POWER

1,908,532

BENEFICIALLY OWNED AS OF

6 SHARED VOTING POWER

77,650

September 30, 1994

BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

3,103,842

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,103,842

(Not to be construed as an admission of beneficial ownership)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

24.6%

12 TYPE OF REPORTING PERSON \*

HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1		NAME OF REPORTING PERSON THE EQUITABLE COMPANIES INCORPORATED	
		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 13-3623351	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [ ] (B) [ ]	
3		SEC USE ONLY	
4		CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED AS OF September 30, 1994		5	SOLE VOTING POWER 1,908,532
BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 77,650
		7	SOLE DISPOSITIVE POWER 3,103,842
		8	SHARED DISPOSITIVE POWER 0
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,103,842	
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *  -----   -----	
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 24.6%	
12		TYPE OF REPORTING PERSON * HC	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



Item 1(a) Name of Issuer:

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-----  
UAL Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

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1200 E. Algonquin Road  
Elk Grove Village, IL  
60007

Item 2(a) Name of Person Filing:

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Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances  
Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances  
Vie Mutuelle, and Uni Europe Assurance Mutuelle, as a group  
(collectively, the 'Mutuelles AXA')

AXA

The Equitable Companies Incorporated  
(the 'Equitable Companies')

Item 2(b) Address of Principal Business Office:

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Alpha Assurances I.A.R.D. Mutuelle and  
Alpha Assurances Vie Mutuelle  
101-100 Terrasse Boieldieu  
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and  
AXA Assurances Vie Mutuelle  
La Grande Arche  
Pardi Nord  
92044 Paris La Defense France

Uni Europe Assurance Mutuelle  
24 Rue Drouot  
75009 Paris France

AXA  
23, Avenue Matignon  
75008 Paris France

The Equitable Companies Incorporated  
787 Seventh Avenue  
New York, New York 10019

Item 2(c) Citizenship:

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Mutuelles AXA and AXA - France  
Equitable Companies - Delaware

Item 2(d) Title of Class of Securities:

-----  
Common Stock

Item 2(e) CUSIP Number:

-----  
902549500

Item 3. Type of Reporting Person:

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Equitable Companies as a parent holding company,  
in accordance with 240.13d-1 (b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent  
holding company.

AXA as a parent holding company.

Item 4. Ownership as of September 30, 1994:

(a) Amount Beneficially Owned:

3,103,842 shares of common stock beneficially owned including:

	No. of Shares
The Mutuelles AXA, as a group	0
AXA	0
AXA Entity or Entities: NONE	
-----	
acquired solely for investment purposes:	0

(Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not to be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

The Equitable Companies Incorporated	0
Subsidiaries:	
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The Equitable Life Assurance Society of the United States acquired solely for investment purposes:	
Common Stock	20,000

Alliance Capital Management, L. P., acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:	
Common Stock	3,043,799
Shares to be acquired(disposed) of upon exercise of options	(9,500) 3,034,299
	-----

Donaldson, Lufkin & Jenrette Securities Corporation held for investment purposes:	
Common Stock	20
Shares issuable upon conversion of convertible preferred stock	49,523 49,543
	-----

Wood, Struthers & Winthrop Management Corp. acquired solely for investment purposes on behalf of client discretionary investment advisory accounts:	0
	-----

Total	3,103,842
	=====

(Each of the above subsidiaries of The Equitable operates under independent management and makes independent decisions).

(B) Percent of Class:	24.6%
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(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities: -----				
NONE	0	0	0	0
The Equitable Companies Incorporated	0	0	0	0
Subsidiaries: -----				
The Equitable Life Assurance Society of the United States	20,000	0	20,000	0
Alliance Capital Management, L. P.	1,838,989	77,650	3,034,299	0
Donaldson, Lufkin & Jenrette Securities Corporation	49,542	0	49,542	0
Wood, Struthers & Winthrop Management Corporation	0	0	0	0
TOTAL	1,908,532	77,650	3,103,842	0
	=====	=====	=====	=====

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

Item 5.

Ownership of Five Percent or Less of a Class:  
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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.  
( )

Item 6.

Ownership of More than Five Percent on behalf of Another Person. N/A  
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Item 7.

Identification and Classification of the Subsidiary which Acquired  
-----  
the Security Being Reporting on by the Parent Holding Company:  
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This Schedule 13G is being filed by the Mutuelles AXA, as a group, AXA, and Equitable Companies:

- ( ) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- ( ) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:  
NONE
- (X) IN EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES (13-5570651), an insurance company, a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) ALLIANCE CAPITAL MANAGEMENT, L. P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) DONALDSON, LUFKIN & JENRETTE SECURITIES CORPORATION (13-2741729), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- ( ) WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP. (13-2774791), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Item 8. Identification and Classification of Members of the Group. N/A  
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Item 9. Notice of Dissolution of Group: N/A  
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Item 10. Certification:  
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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.

Signature  
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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.

Date: October 7, 1994

THE EQUITABLE COMPANIES INCORPORATED\*

/s/ Joanne T. Marren  
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Joanne T. Marren  
Vice President

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and Uni Europe Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.



JOINT FILING AGREEMENT

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Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: October 7, 1994

The Equitable Companies Incorporated

BY/s/ Joanne T. Marren

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Joanne T. Marren  
Vice President

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; Alpha Assurances Vie Mutuelle; Alpha Assurances I.A.R.D. Mutuelle, Uni Assurance Europe Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Joanne T. Marren

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Joanne T. Marren  
Attorney-in-Fact  
(Executed pursuant to Powers of Attorney)