UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO **RULE 13d-2(b)**

	(Amendment No.) ¹						
	UAL CORPORATION						
	(Name of Issuer)						
Common Stock, \$.01 par value per share							
	(Title of Class of Securities)						
	902549500						
	(CUSIP Number)						
	December 31, 2002						
	(Date of Event Which Requires Filing of this Statement)						
Check	the appropriate box to designate the rule pursuant to which this Schedule is filed:						
×	Rule 13d-1(b)						
0	Rule 13d-1(c)						
0	Rule 13d-1(d)						
	Formation required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchang '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 No						
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).						
	Susquehanna Investment Group						
2.	Check the Appropriate Box if a Member (a) o of a Group* (b) o						
3.	SEC Use Only						
4.	Citizenship or Place of Organization						
	Pennsylvania						
Number With:	er of Shares Beneficially Owned by Each Reporting Person 5. Sole Voting Power						

4,397,029

7. Sole Dispositive Power 4.397,029 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4.397,029 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* o 11. Percent of Class Represented by Amount in Row (9) 6.69% (1) 12. Type of Reporting Person* HI) 12. Type of Reporting Person* HI) 13. Name of 6.174.321 outstanding shares of the issuer's common stock as reported on the issuer's quarterly report on form 10Q for the quarter ended September 30, 2002. 14. Name of Issuer UAL Corporation (the "Company"). 15. Address of Issuer, Principal Executive Offices 1.200 Algoripain Road, Ells Grove Toscrebby, II. 60007 15. Address of Principal Business Office or, if none, Residence 401 City Avenue, Suite 220, Balo Cymwyd, PA 19004 (c) Citizenship Pennsylvania (d) Title of Class of Securities Common Stock, Sol par value per share, of the Company ("Common Stock"). (e) CUSIP Number 9025500 Item 3. If this statement is filed pursuant to \$\$240,134-1(t) or 240,134-2(t) or (c), check whether the person filing is a: (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 786).					0					
8. Shared Dispositive Power 0			7	7.	Sole Dispositive Power					
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			902549500							
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Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(b) o

6.

Shared Voting Power

(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (d) 0 An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). (e) 0 An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). (f) 0 A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). (g) 0 A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). 0 (h) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the (i) 0 Investment Company Act of 1940 (15 U.S.C. 80a-3). Group, in accordance with §240.13d-1(b)(1)(ii)(J). (j) o Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned: 4,397,029 Percent of class: (b) 6.6% Number of shares as to which the person has: (c) (i) Sole power to vote or to direct the vote 4,397,029 (ii) Shared power to vote or to direct the vote (iii) Sole power to dispose or to direct the disposition of 4,397,029 Shared power to dispose or to direct the disposition of (iv)

Item 5. Ownership of Five Percent or Less of a Class

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

Not applicable

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Item 7. **Holding Company or Control Person.**

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Date: February , 2003

Susquehanna Investment Group

By: /s/ TODD SILVERBERG

Todd Silverberg General Counsel

QuickLinks

SIGNATURE