
United States
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 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)

UAL Corporation Employee Stock Ownership Plan and
UAL Corporation Supplemental ESOP

(Full title of the plan)

Francesca M. Maher, 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)

Calculation of Registration Fee

| Title of securities | Amount to be | Proposed maximum | Proposed | Amount of |
|---------------------|--------------|--------------------------------|--------------------------|-----------|
| | | <u>offering price per unit</u> | <u>maximum aggregate</u> | |

| <u>to be registered</u> | <u>registered</u> | <u>offering price</u> | <u>Registration fee</u> |
|--|-------------------|-----------------------|-------------------------|
| | \$36.01(1) | | |
| Common Stock, par value \$.01 per share | 9,000,000 shares | \$325,980,000 | \$81,022.50(1) |

1. Under Rules 457(c) and 457(h), the registration fee was calculated based on the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange, Inc. on December 18, 2000.
2. The registration fee was paid upon the original filing of this Registration Statement.

SIGNATURES

UAL Corporation hereby amends its Form S-8 filed December 20, 2000 to include a signature on Exhibit 23, Consent of Arthur Andersen LLP, which was unintentionally omitted from the original EDGAR filing. No other modifications were made to the previously filed Form S-8.

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 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 21st day of December, 2000.

UAL CORPORATION

| | |
|--|-----------------------|
| | /s/ Douglas A. Hacker |
|--|-----------------------|

Name: Douglas A. Hacker
Title: Executive Vice President and
Chief Financial Officer
(principal financial officer and
principal accounting officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints James E. Goodwin and Douglas A. Hacker, and each of them, the true and lawful attorneys-in-fact and agents for the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with any and all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may have done, or may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature

Title

Date

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|------------------|--|-------------------|
| /s/ * | Director, and Chairman and | December 14, 2000 |
| James E. Goodwin | Chief Executive Officer (principal executive officer) | |

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

| | | |
|---------------|---------------|--|
| Rono J. Dutta | and President | |
|---------------|---------------|--|

| | | |
|-----------------------|--|-------------------|
| /s/ Douglas A. Hacker | Executive Vice President and Chief | December 21, 2000 |
| Douglas A. Hacker | Financial Officer (principal financial officer and principal accounting officer) | |

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

John W. Creighton, Jr.

Title

Date

Signature

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

Frederick C. Dubinsky

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

Richard D. McCormick

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

John F. McGillicuddy

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

James J. O' Connor

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

Hazel R. O' Leary

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

Deval L. Patrick

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

John F. Peterpaul

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

Paul E. Tierney, Jr.

| | | |
|-------|----------|-------------------|
| /s/ * | Director | December 14, 2000 |
|-------|----------|-------------------|

John K. Van de Kamp

* By: /s/ Douglas A. Hacker

Douglas A. Hacker

Executive Vice President and

Chief Financial Officer

(principal financial officer and

principal accounting officer)

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 5 | Opinion of Francesca M. Maher, Esq., Senior Vice President, General Counsel and Secretary |
| 23.1 | Consent of Francesca M. Maher, Esq. (included as part of Exhibit 5) |
| 23.2 | Consent of Arthur Andersen LLP |
| 24 | Power of Attorney (included on the signature page of the Registration Statement) |

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2000 included in the UAL Corporation Annual Report on Form 10-K for the year ended December 31, 1999, and to all references to our Firm included in this Registration Statement on Form S-8.

/s/ Arthur Andersen LLP

Arthur Andersen LLP

Chicago, Illinois

December 20, 2000

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