

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: June 4, 1999

(Date of earliest event reported)

UAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-6033

36-2675207

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1200 Algonquin Road, Elk Grove Township, Illinois 60007

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (847) 700-4000

Not Applicable

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

UAL Corporation (the "Company") is filing herewith a press
release issued by the Company as Exhibit 99.1 which is
incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No.	Description
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99.1	Press Release

SIGNATURES

Pursuant to the requirements of the Securities Exchange
Act of 1934, the Registrant has duly caused this report to be
signed on its behalf by the undersigned hereunto duly authorized.

UAL CORPORATION

By: /s/ Francesca M. Maher

Name: Francesca M. Maher
Title: Senior Vice President,
General Counsel & Secretary

Dated: June 4, 1999

Corporate Communications Contacts:
Main Line (847) 700-5538
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UNITED AIRLINES MAY TRAFFIC DECLINES 1.3%

CHICAGO, June 4, 1999 -- United Airlines' total scheduled revenue passenger miles (RPMs) declined 1.3 percent in May versus the comparable month in 1998.

"Domestic performance in May was weaker than anticipated," said Jim Goodwin, president and chief operating officer. "Our restrictive competitive response to broad-based sale fares from low-cost competitors resulted in lower than expected domestic traffic. Additionally, we encountered implementation problems with the switchover to our new yield management system (ORION cut-over was on April 6). In light of these developments, revenue performance for the second quarter and full year 1999 will be below our original expectations."

As a result, United now anticipates second quarter earnings to range between \$2.40 to \$2.80 per fully distributed share. The company forecasts 1999 fully distributed earnings per share to range between \$9.00 and \$11.00, while its internal goal remains to earn \$11.00 per fully distributed share. The forecasted ranges of fully distributed earnings per share exclude any impact of UAL's sale of up to 17.5 million shares of Galileo.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Information regarding revenue and fully distributed earnings per share is forward-looking, and actual results could differ materially from expected results. Factors that could significantly affect revenue and fully distributed earnings per share include: industry capacity decisions, the airline pricing environment, fuel prices, the success of the Company's cost control efforts, actions of the U.S., foreign and local governments, willingness of customers to travel, the Asian economic environment and travel patterns,

foreign currency exchange rate fluctuations, the economic environment of the airline industry and the general economic environment.

n.b.: While UAL Corporation reports its earnings under GAAP - - Generally Accepted Accounting Principles -- a more complete understanding of UAL Corporation's performance may be gained by viewing the results on a pro forma, fully distributed basis. This presentation considers all ESOP shares that will be issued to employees over the course of the ESOP period to be immediately outstanding, thus "fully distributed." Consistent with this presentation, the "ESOP compensation expense" -- which reflects the commitment of stock to employees -- is excluded from fully distributed expenses and ESOP convertible preferred stock dividends are not deducted from earnings attributable to common stockholders. No adjustments are made to fully distributed earnings to reflect future salary increases.

As the largest air carrier in the world and the largest majority employee-owned company, United Airlines offers nearly 2,370 flights a day to 138 airports in 27 countries and one U.S. territory. United is a founding member of the Star Alliance, a global network of airlines including Air Canada, Air New Zealand, Ansett Australia, Lufthansa, SAS, Thai Airways International and Varig. All Nippon Airways of Japan will join the Star Alliance in October of 1999. United Airlines' Internet address is <http://www.ual.com>.

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	1999 May (000)	1998 May (000)	PERCENT CHANGE
SCHEDULED SERVICE ONLY:			
REVENUE PLANE MILES	78,063	73,881	5.7
NUMBER OF DEPARTURES	69,145	66,255	4.4
REVENUE PASSENGERS	7,099	7,227	-1.8
REVENUE PASSENGER MILES:			
NORTH AMERICA	6,480,397	6,517,773	-.6
PACIFIC	1,710,175	2,014,534	-15.1
ATLANTIC	1,554,514	1,353,725	14.8
LATIN AMERICA	440,347	434,498	1.3
TOTAL	10,185,433	10,320,530	-1.3
AVAILABLE SEAT MILES:			
NORTH AMERICA	9,703,273	9,030,628	7.4
PACIFIC	2,656,414	2,885,375	-7.9
ATLANTIC	2,007,144	1,638,012	22.5
LATIN AMERICA	750,377	784,549	-4.4

TOTAL	15,117,208	14,338,564	5.4
PASSENGER LOAD FACTOR (PERCENT):			
NORTH AMERICA	66.8	72.2	-5.4pts
PACIFIC	64.4	69.8	-5.4pts
ATLANTIC	77.4	82.6	-5.2pts
LATIN AMERICA	58.7	55.4	3.3pts
TOTAL	67.4	72.0	-4.6pts

CARGO TON MILES:			
FREIGHT	211,245	190,847	10.7
MAIL	49,069	48,109	2.0
TOTAL	260,314	238,956	8.9

TOTAL SYSTEM INCLUDING CHARTER:			
REVENUE PASSENGER MILES	10,190,513	10,324,028	-1.3
AVAILABLE SEAT MILES	15,124,001	14,344,731	5.4
REVENUE PSGR. KM.	16,399,593	16,614,458	-1.3
AVAILABLE SEAT KM.	24,339,055	23,084,976	5.4
TOTAL REVENUE TON MILES	1,279,365	1,271,365	.6
TOTAL AVAIL. TON MILES	2,311,054	2,171,032	6.4
TOTAL REV. TON KM.	1,856,021	1,844,177	.6
TOTAL AVAIL. TON KM.	3,374,139	3,169,707	6.4

(more)

	YEAR TO DATE 1999	YEAR TO DATE 1998	PERCENT CHANGE
SCHEDULED SERVICES ONLY (000):			
REVENUE PLANE MILES	371,485	357,863	3.8
NUMBER OF DEPARTURES	330,359	324,245	1.9
REVENUE PASSENGERS	34,160	33,503	2.0

REVENUE PASSENGER MILES:			
NORTH AMERICA	31,356,797	30,119,918	4.1
PACIFIC	9,084,877	9,742,873	-6.8
ATLANTIC	6,451,604	5,495,398	17.4
LATIN AMERICA	2,349,062	2,389,243	-1.7
TOTAL	49,242,340	47,747,432	3.1

AVAILABLE SEAT MILES:			
NORTH AMERICA	45,958,502	43,644,859	5.3
PACIFIC	13,195,520	14,602,237	-9.6
ATLANTIC	8,793,183	7,437,512	18.2
LATIN AMERICA	3,826,615	3,937,881	-2.8
TOTAL	71,773,820	69,622,489	3.1

PASSENGER LOAD FACTOR (PERCENT):			
NORTH AMERICA	68.2	69.0	-.8pts
PACIFIC	68.8	66.7	2.1pts
ATLANTIC	73.4	73.9	-.5pts
LATIN AMERICA	61.4	60.7	.7pts
TOTAL	68.6	68.6	.0pts

CARGO TON MILES			
FREIGHT	955,780	935,142	2.2
MAIL	253,037	251,809	.5
TOTAL	1,208,817	1,186,951	1.8

TOTAL SYSTEM INCLUDING CHARTER			
REVENUE PASSENGER MILES	49,276,625	47,772,243	3.1
AVAILABLE SEAT MILES	71,828,902	69,664,203	3.1
REVENUE PSGR. KM.	79,300,873	76,879,871	3.1
AVAILABLE SEAT KM.	115,594,252	112,110,602	3.1

TOTAL REVENUE TON MILES	6,136,485	5,964,190	2.9
TOTAL AVAIL. TON MILES	10,955,952	10,495,100	4.4
TOTAL REV. TON KM.	8,901,951	8,652,136	2.9

TOTAL AVAIL. TON KM.

15,995,690 15,322,846

4.4

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