

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-4/A
ISSUER TENDER OFFER STATEMENT
(Pursuant to Section 13(e)(1) of the
Securities Exchange Act of 1934)

Amendment No. 2

UAL CORPORATION
(Name of the Issuer and Person Filing Statement)

SERIES A CONVERTIBLE PREFERRED STOCK
(Title of Class of Securities)

902549 30 2
(CUSIP Number of Class of Securities)

Francesca M. Maher Vice President-Law and Corporate Secretary UAL Corporation 1200 East Algonquin Road Elk Grove Township, Illinois 60007 (708) 952-4000	Robert E. Curley Mayer, Brown & Platt 190 South LaSalle Street Chicago, Illinois 60603 (312) 701-7306
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(Name, Address and Telephone Number of Persons Authorized
Receive Notices and Communications on Behalf of
Person Filing Statement)

March 2, 1995

(Date Tender Offer First Published,
Sent or Given to Security Holders)

Calculation of Filing Fee

Transaction Valuation* <F1>	Amount of Filing Fee
----- \$600,000,000	----- \$40,000

<F1>

* Calculated as of February 2, 1995, pursuant to Rule 0-11(a)(4)
under the Securities Act of 1933, as amended.

(x) Check box if any part of the fee is offset as provided
by Rule 0-11(a)(2) and identify the filing with which
the offsetting fee was previously paid. Identify the
previous filing by registration statement number, or
the Form or Schedule and the date of its filing.

Amount Previously Paid: \$206,897
Form or Registration No.: S-4, File No. 33-57579
Filing Party: UAL Corporation
Date Filed: February 3, 1995

Pursuant to the requirements of Rule 13e-4(c)(3) promulgated
under the Securities Exchange Act of 1934, as amended, and
General Instruction D to Schedule 13E-4 thereunder, UAL
Corporation ("UAL") hereby amends its Issuer Tender Offer
Statement on Schedule 13E-4 (File No. 5-7322) filed under the
Securities Exchange Act of 1934, as amended, in connection with
the registration statement on Form S-4 (File No. 33-57579) (the
"Registration Statement") regarding its exchange offer (the
"Exchange Offer") to exchange up to \$600,000,000 aggregate
principal amount of debentures designated as its 6-3/8%
Convertible Subordinated Debentures due 2025 (the "Debentures")
for up to all of UAL's outstanding Series A Convertible Preferred
Stock (the "Series A Preferred Stock"). All references to

"Preliminary Prospectus" in response to the items of this schedule mean UAL's Prospectus dated March 2, 1995.

The Exchange offer terminated at 5 p.m., New York City time, on Monday, April 3, 1995. The Exchange Offer resulted in the exchange of 5,999,900 shares of the Series A Preferred Stock for a principal amount of \$599,990,000 of the Debentures on April 11, 1995.

SIGNATURE

After due 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.

Dated: April 21, 1995

UAL CORPORATION

By /s/ Douglas A. Hacker
Douglas A. Hacker
Senior Vice President-Finance