

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 2, 2010

**UAL CORPORATION
UNITED AIR LINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware
Delaware
(State or other jurisdiction
of incorporation)

001-06033
001-11355
(Commission
File Number)

36-2675207
36-2675206
(IRS Employer
Identification Number)

77 W. Wacker Drive, Chicago, IL
(Address of principal executive offices)

60601
(Zip Code)

(312) 997-8000
Registrant's telephone number, including area code

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This report on Form 8-K is being filed for the purposes of filing unqualified legal opinions relating to certain securities issued pursuant to the registration statement filed on Form S-3 (Registration No. 333-155794) on December 1, 2008 and the registration statement filed on Form S-3 (Registration No. 333-143865) on June 19, 2007.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1*	Opinion of Cravath, Swaine & Moore LLP relating to the issuance of 6.0% Convertible Senior Notes due 2029 and 19,000,000 shares of UAL Common Stock
5.2*	Opinion of Vedder Price P.C. relating to the issuance of 12.75% Senior Secured Notes due 2012
5.3*	Opinion of Vedder Price P.C. relating to the issuance of Series 2009-1 Pass Through Certificates
5.4*	Opinion of Vedder Price P.C. relating to the issuance of Series 2009-2 Pass Through Certificates

* Filed herewith electronically

EXHIBIT INDEX

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* Filed herewith electronically

[LETTERHEAD OF Cravath, Swaine & Moore LLP]

October 7, 2009

UAL Corporation
\$345,000,000 Principal Amount of 6.0% Convertible Senior Notes due 2029 and
19,000,000 shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel for UAL Corporation, a Delaware corporation (the "Company"), in connection with the public offering and sale by the Company of: (1) \$345,000,000 aggregate principal amount of 6.0% Convertible Senior Notes due 2029 (the "Notes") issued under an indenture dated as of October 7, 2009 (the "Indenture"), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, and (2) 19,000,000 shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of corporate officers and government officials and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including the Registration Statement on Form S-3 (Registration No. 333-155794), filed with the Securities and Exchange Commission (the "Commission") on December 1, 2008, for registration under the Securities Act of 1933, as amended, of an indeterminate amount of debt securities and common stock to be issued from time to time by the Company (the "Registration Statement").

In rendering our opinion, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents

submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all documents of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company and documents furnished to us by the Company without independent verification of their accuracy.

Based upon and subject to the foregoing, we are of the opinion that:

1. The shares of Common Stock have been duly and validly authorized and, when issued and delivered by the Company, and paid for by the purchasers thereof, pursuant to the underwriting agreement, will be validly issued, fully paid and nonassessable; and

2. The Notes have been duly authorized and, when executed and authenticated with the provisions of the Indenture and delivered to and paid for the underwriters pursuant to the underwriting agreement, will constitute legal, valid and binding obligations of the Company, entitled to the benefits of the Indenture and enforceable against the Company in accordance with their terms (subject to applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer and other similar laws affecting creditors' rights generally from time to time in effect and to general principles of equity, including, without limitations, concepts of materiality, reasonableness, good faith and fair dealing, regardless of whether considered in a proceeding in equity or at law).

We express no opinion herein as to any provision of the Indenture or the Notes that (a) relates to the subject matter jurisdiction of any Federal court of the United States of America, or any Federal appellate court, to adjudicate any controversy related to the Indenture or the Notes, (b) contains a waiver of an inconvenient forum or (c) relates to the waiver of rights to jury trial. We also express no opinion as to (i) the enforceability of the provisions of the Indenture or the Notes to the extent that such provisions constitute a waiver of illegality as a defense to performance of contract obligations or any other defense to performance which cannot, as a matter of law, be effectively waived or (ii) whether a state court outside the State of New York or a Federal court of the United States would give effect to the choice of New York law provided for in the Indenture or the Notes.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We also consent to the reference to our firm under the caption "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the laws of the State of New York, the General Corporation Law and Limited Liability Company Act of the State of Delaware and the Federal laws of the United States of America.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

Cravath, Swaine & Moore LLP

UAL Corporation
77 West Wacker Drive
Chicago, IL 60601

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[LETTERHEAD OF VEDDER PRICE P.C.]

July 2, 2009

United Air Lines, Inc.
UAL Corporation
77 West Wacker Drive
Chicago, Illinois 60601

Re: United Air Lines, Inc. - \$175,000,000 Aggregate Principal Amount of 12.75%
Senior Secured Notes Due 2012

Ladies and Gentlemen:

We are acting as special counsel for United Air Lines, Inc., a Delaware corporation ("**United**"), and UAL Corporation, a Delaware corporation ("**UAL**"), in connection with the issuance by United of \$175,000,000 aggregate principal amount of its 12.75% Senior Secured Notes due 2012 (the "**Notes**") pursuant to the Indenture dated as of July 2, 2009 (the "**Indenture**") among United and Wells Fargo Bank Northwest, National Association, as Trustee (the "**Trustee**"), and the related guarantee of the Notes by UAL (the "**Guarantee**"). The offer and sale of the Notes have been registered pursuant to a shelf Registration Statement on Form S-3, File No. 333-155794 (the "**Registration Statement**") as filed with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**"). The Registration Statement includes a prospectus dated December 1, 2008 describing the Notes and Guarantee (the "**Base Prospectus**"), which Base Prospectus has been supplemented by a prospectus supplement dated June 26, 2009 (the "**Prospectus Supplement**," the Base Prospectus, as so supplemented being referred to as the "**Prospectus**"). United and UAL have entered into an Underwriting Agreement dated June 26, 2009 (the "**Underwriting Agreement**") with Goldman, Sachs & Co. and Citigroup Global Markets Inc. pursuant to which the Notes will be sold. Copies of each of the Indenture, the Guarantee and the Underwriting Agreement have been filed by United and UAL with the SEC on Form 8-K. We have assumed that the Indenture has been duly authorized, executed and delivered by the Trustee.

In connection with the opinions expressed below, we have examined originals, or copies identified to our satisfaction, of such agreements, documents and certificates of governmental officials and corporate officers as we have deemed necessary or advisable as a basis for such opinions. We have also examined (i) the Restated Certificate of Incorporation of United, as currently in effect, (ii) the Amended and Restated By-laws of United, as currently in effect, (iii) the Restated Certificate of Incorporation of UAL, (iv) the Amended and Restated Bylaws of

UAL, (v) the Indenture, and (vi) the Guarantee. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based on the foregoing, it is our opinion that:

1. Each of United and UAL is validly existing as a corporation in good standing under the laws of the State of Delaware.
2. United has the corporate power and authority to execute, deliver and perform its obligations under the Indenture.
3. UAL has the corporate power and authority to execute, deliver and perform its obligations under the Guarantee.
4. With respect to the Notes, when (a) the Indenture shall have been duly authorized by all necessary corporate action of the Trustee, (b) the Indenture shall have been duly executed and delivered by United and the Trustee, and (c) the Notes shall have been duly executed, authenticated, issued and delivered by United and the Trustee and issued, sold and paid for as contemplated by each of the Registration Statement, the Prospectus, the Indenture and the Underwriting Agreement, (i) the Indenture will constitute a valid and legally binding obligation of United, enforceable against United in accordance with its terms, and (ii) the Notes will constitute valid and legally binding obligations of United, enforceable against United in accordance with their terms.
5. With respect to the Guarantee, upon payment of the consideration therefore provided for in the Underwriting Agreement, the Guarantee will constitute a valid and legally binding obligation of UAL, enforceable against UAL in accordance with its terms.

Insofar as the foregoing opinions relate to the enforceability of any instrument, such enforceability is subject to (a) applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, rehabilitation, moratorium, marshaling and other laws affecting the enforcement generally of creditors' rights and remedies, and (b) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), applicable law relating to fiduciary duties, and judicial imposition of an implied covenant of good faith and fair dealing. No opinion is given herein as to the availability of specific performance or equitable relief of any kind.

In giving the foregoing opinion, we do not purport to be experts on, or to express any opinion herein concerning, any laws other than the laws of the State of New York, the corporate

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United Air Lines, Inc.
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law of the State of Delaware and the federal law of the United States of America, in each case as in effect on the date hereof, except that we express no opinion with respect to (i) the laws, regulations or ordinances of any county, town or municipality or governmental subdivision or agency thereof, (ii) state securities or blue sky laws, or (iii) federal securities laws, including, without limitation, the Securities Act.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ VEDDER PRICE P.C.

VEDDER PRICE P.C.

[LETTERHEAD OF VEDDER PRICE P.C.]

October 13, 2009

United Air Lines, Inc.
UAL Corporation
77 West Wacker Drive
Chicago, Illinois 60601

Re: United Air Lines, Inc. - EETC Pass-Through Certificates, Series 2009-1

Ladies and Gentlemen:

We are acting as special counsel for United Air Lines, Inc., a Delaware corporation ("**United**"), and UAL Corporation, a Delaware corporation ("**UAL**"), in connection with the offer and sale by United of \$659,107,000 aggregate amount of pass through certificates, Series 2009-1 (the "**Pass Through Certificates**") pursuant to a shelf Registration Statement on Form S-3, File No. 333-143865 (the "**Registration Statement**") as filed with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**") and the related guarantee by UAL of the payment obligations under equipment notes issued by United underlying the Pass Through Certificates (the "**Guarantee**"). The Registration Statement includes a prospectus dated June 19, 2007 describing the Pass Through Certificates and Guarantee (the "**Base Prospectus**"), which Base Prospectus has been supplemented by a prospectus supplement dated October 5, 2009 (the "**Prospectus Supplement**," the Base Prospectus, as so supplemented being referred to as the "**Prospectus**"). United and UAL have entered into an Underwriting Agreement dated October 5, 2009 (the "**Underwriting Agreement**") with J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters named in Schedule II to the Underwriting Agreement pursuant to which the Pass Through Certificates will be sold. A copy of the Underwriting Agreement has been filed by the Company with the SEC on Form 8-K.

The Pass Through Certificates will be issued pursuant to a Pass Through Trust Agreement dated as of June 26, 2007 (the "**Basic Pass Through Trust Agreement**") between United and Wilmington Trust Company, as trustee (the "**Pass Through Trustee**") thereunder, a form of which has been filed as an exhibit to the Registration Statement, and a Supplement thereto relating to the Pass Through Certificates (the "**Trust Supplement**") between United and the Pass Through Trustee, a form of which will be filed by United with the SEC on a Form 8-K. We understand that the Pass Through Certificates will be sold or delivered in a manner set forth in the Registration Statement and the Prospectus. We have assumed that the Basic Pass Through Trust Agreement has been duly authorized, executed and delivered by the Pass Through Trustee.

In connection with the opinions expressed below, we have examined originals, or copies identified to our satisfaction, of such agreements, documents and certificates of governmental officials and corporate officers as we have deemed necessary or advisable as a basis for such opinions. We have also examined (i) the Restated Certificate of Incorporation of United, as currently in effect, (ii) the Amended and Restated By-laws of United, as currently in effect, (iii) the Restated Certificate of Incorporation of UAL, (iv) the Amended and Restated Bylaws of UAL, (v) the Basic Pass Through Trust Agreement, and (vi) the Trust Supplement in the form to be filed with the SEC. Unless otherwise defined herein, capitalized terms used herein have the meanings assigned thereto in the Basic Pass Through Trust Agreement. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based on the foregoing, it is our opinion that:

1. Each of United and UAL is validly existing as a corporation in good standing under the laws of the State of Delaware.
2. United has the corporate power and authority to execute, deliver and perform its obligations under the Basic Pass Through Trust Agreement and the Trust Supplement.
3. UAL has the corporate power and authority to execute, deliver and perform its obligations under the Guarantee.
4. With respect to the Pass Through Certificates, when (a) the Trust Supplement and the execution, authentication, issuance and delivery of the Pass Through Certificates shall have been duly authorized by all necessary corporate action of the Pass Through Trustee, (b) the Trust Supplement shall have been duly executed and delivered by United and the Pass Through Trustee, and (c) the Pass Through Certificates shall have been duly executed, authenticated, issued and delivered by United and the Pass Through Trustee and issued, sold and paid for as contemplated by each of the Registration Statement, the Prospectus, the Basic Pass Through Trust Agreement, the Trust Supplement and the Underwriting Agreement, (i) the Basic Pass Through Trust Agreement and Trust Supplement will constitute a valid and legally binding obligation of United, enforceable against United in accordance with its terms, and (ii) the Pass Through Certificates will be validly issued and will be entitled to the benefits of the Basic Pass Through Trust Agreement and Trust Supplement.

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5. With respect to the Guarantee, upon payment of the consideration therefore provided for in the Underwriting Agreement, the Guarantee will constitute a valid and legally binding obligation of UAL, enforceable against UAL in accordance with its terms.

Insofar as the foregoing opinions relate to the enforceability of any instrument, such enforceability is subject to (a) applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, rehabilitation, moratorium, marshaling and other laws affecting the enforcement generally of creditors' rights and remedies, and (b) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), applicable law relating to fiduciary duties, and judicial imposition of an implied covenant of good faith and fair dealing. No opinion is given herein as to the availability of specific performance or equitable relief of any kind.

In giving the foregoing opinions, we do not purport to be experts on, or to express any opinion herein concerning, any laws other than the laws of the State of New York, the corporate law of the State of Delaware and the federal law of the United States of America, in each case as in effect on the date hereof, except that we express no opinion with respect to (i) the laws, regulations or ordinances of any county, town or municipality or governmental subdivision or agency thereof, (ii) state securities or blue sky laws, or (iii) federal securities laws, including, without limitation, the Securities Act.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ VEDDER PRICE P.C.

VEDDER PRICE P.C.

[LETTERHEAD OF VEDDER PRICE P.C.]

November 24, 2009

United Air Lines, Inc.
UAL Corporation
77 West Wacker Drive
Chicago, Illinois 60601

Re: United Air Lines, Inc. - EETC Pass-Through Certificates, Series 2009-2

Ladies and Gentlemen:

We are acting as special counsel for United Air Lines, Inc., a Delaware corporation ("**United**"), and UAL Corporation, a Delaware corporation ("**UAL**"), in connection with the offer and sale by United of \$810,337,000 aggregate amount of pass through certificates, Series 2009-2 (the "**Pass Through Certificates**") pursuant to a shelf Registration Statement on Form S-3, File No. 333-143865 (the "**Registration Statement**") as filed with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**") and the related guarantee by UAL of the payment obligations under equipment notes issued by United underlying the Pass Through Certificates (the "**Guarantee**"). The Registration Statement includes a prospectus dated June 19, 2007 describing the Pass Through Certificates and Guarantee (the "**Base Prospectus**"), which Base Prospectus has been supplemented by a prospectus supplement dated November 16, 2009 (the "**Prospectus Supplement**," the Base Prospectus, as so supplemented being referred to as the "**Prospectus**"). United and UAL have entered into an Underwriting Agreement dated November 16, 2009 (the "**Underwriting Agreement**") with J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated and Goldman, Sachs & Co. as representatives of the several underwriters named in Schedule II to the Underwriting Agreement pursuant to which the Pass Through Certificates will be sold. A copy of the Underwriting Agreement has been filed by the Company with the SEC on Form 8-K.

The Pass Through Certificates will be issued pursuant to a Pass Through Trust Agreement dated as of June 26, 2007 (the "**Basic Pass Through Trust Agreement**") between United and Wilmington Trust Company, as trustee (the "**Pass Through Trustee**") thereunder, a form of which has been filed as an exhibit to the Registration Statement, and Supplements thereto relating to the Pass Through Certificates (the "**Trust Supplements**") between United and the Pass Through Trustee, forms of which have been filed by United with the SEC on a Form 8-K. We understand that the Pass Through Certificates will be sold or delivered in a manner set

forth in the Registration Statement and the Prospectus. We have assumed that the Basic Pass Through Trust Agreement has been duly authorized, executed and delivered by the Pass Through Trustee.

In connection with the opinions expressed below, we have examined originals, or copies identified to our satisfaction, of such agreements, documents and certificates of governmental officials and corporate officers as we have deemed necessary or advisable as a basis for such opinions. We have also examined (i) the Restated Certificate of Incorporation of United, as currently in effect, (ii) the Amended and Restated By-laws of United, as currently in effect, (iii) the Restated Certificate of Incorporation of UAL, (iv) the Amended and Restated Bylaws of UAL, (v) the Basic Pass Through Trust Agreement, and (vi) the Trust Supplements in the forms filed with the SEC. Unless otherwise defined herein, capitalized terms used herein have the meanings assigned thereto in the Basic Pass Through Trust Agreement. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based on the foregoing, it is our opinion that:

1. Each of United and UAL is validly existing as a corporation in good standing under the laws of the State of Delaware.
2. United has the corporate power and authority to execute, deliver and perform its obligations under the Basic Pass Through Trust Agreement and the Trust Supplements.
3. UAL has the corporate power and authority to execute, deliver and perform its obligations under the Guarantee.
4. With respect to the Pass Through Certificates, when (a) the Trust Supplements and the execution, authentication, issuance and delivery of the Pass Through Certificates shall have been duly authorized by all necessary corporate action of the Pass Through Trustee, (b) the Trust Supplements shall have been duly executed and delivered by United and the Pass Through Trustee, and (c) the Pass Through Certificates shall have been duly executed, authenticated, issued and delivered by United and the Pass Through Trustee and issued, sold and paid for as contemplated by each of the Registration Statement, the Prospectus, the Basic Pass Through Trust Agreement, the Trust Supplements and the Underwriting Agreement, (i) the Basic Pass Through Trust Agreement and Trust Supplements will constitute a valid and legally binding obligation of United, enforceable against United in accordance with its terms, and (ii) the Pass Through Certificates will be validly issued and will be entitled to the benefits of the Basic Pass Through Trust Agreement and Trust Supplements.

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5. With respect to the Guarantee, upon payment of the consideration therefore provided for in the Underwriting Agreement, the Guarantee will constitute a valid and legally binding obligation of UAL, enforceable against UAL in accordance with its terms.

Insofar as the foregoing opinions relate to the enforceability of any instrument, such enforceability is subject to (a) applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, rehabilitation, moratorium, marshaling and other laws affecting the enforcement generally of creditors' rights and remedies, and (b) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), applicable law relating to fiduciary duties, and judicial imposition of an implied covenant of good faith and fair dealing. No opinion is given herein as to the availability of specific performance or equitable relief of any kind.

In giving the foregoing opinions, we do not purport to be experts on, or to express any opinion herein concerning, any laws other than the laws of the State of New York, the corporate law of the State of Delaware and the federal law of the United States of America, in each case as in effect on the date hereof, except that we express no opinion with respect to (i) the laws, regulations or ordinances of any county, town or municipality or governmental subdivision or agency thereof, (ii) state securities or blue sky laws, or (iii) federal securities laws, including, without limitation, the Securities Act.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ VEDDER PRICE P.C.

VEDDER PRICE P.C.