### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### **SCHEDULE 13G**

#### UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 5)\*

### UAL CORPORATION

(Name of Issuer)

### **COMMON STOCK**

(Title of Class of Securities)

#### 902549807

(CUSIP Number)

#### December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- [X] Rule 13d 1(b)
- [] Rule 13d 1(c)
- [] Rule 13d 1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("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 *Notes.*)

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1		OF REPORTING PERSONS DENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONI	.Y):
2		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	OUP (See
3	SEC US	(b) [ ] E ONLY	
4	CITIZEN	NSHIP OR PLACE OF ORGANIZATION	
		5 SOLE VOTING POWER	Delaware 0
NUMB SHA BENEFIC	RES CIALLY	6 SHARED VOTING POWER	17,722,206
OWNE EA REPOF	CH RTING	7 SOLE DISPOSITIVE POWER	0
PERSON	N WITH	8 SHARED DISPOSITIVE POWER	17,866,324
9	AGGRE PERSON	GATE AMOUNT BENEFICIALLY OWNED BY EACH RE	PORTING
10	CHECK	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES S (See Instructions)	17,866,324 CERTAIN
11	PERCEN	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TYPE O	F REPORTING PERSON (See Instructions)	13.96%
			НС

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1		OF REPORTING PERSONS ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONI	.Y):
2		lings Corporation 56-1857749 THE APPROPRIATE BOX IF A MEMBER OF A GRO ons) (a) [ ] (b) [ ]	OUP (See
3	SEC USI		
4	CITIZEN	NSHIP OR PLACE OF ORGANIZATION	
NUMBI	ER OF	<b>5</b> SOLE VOTING POWER	Delaware 0
SHAI	CIALLY	6 SHARED VOTING POWER	15,578,717
OWNE EAC REPOR	CH	7 SOLE DISPOSITIVE POWER	0
PERSON	WITH	8 SHARED DISPOSITIVE POWER	15,722,835
9	AGGRE PERSON	GATE AMOUNT BENEFICIALLY OWNED BY EACH REI	PORTING
10		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions)	15,722,835 CERTAIN
11	PERCEN	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TYPE O	F REPORTING PERSON (See Instructions)	12.20%
			НС

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1	I.R.S. ID	S OF REPORTING PERSONS DENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ON orth America Holding Company 36-3737560	LY):
2		THE APPROPRIATE BOX IF A MEMBER OF A GR (a) []	OUP (See
3	SEC US	(b) [ ] E ONLY	
4	CITIZEN	NSHIP OR PLACE OF ORGANIZATION	
		<b>5</b> SOLE VOTING POWER	Delaware 0
NUMBI SHAI BENEFIC	RES CIALLY	6 SHARED VOTING POWER	14,739,017
OWNE EAC REPOR	CH TING	7 SOLE DISPOSITIVE POWER	0
PERSON	WITH	8 SHARED DISPOSITIVE POWER	14,883,135
9	AGGRE PERSON	EGATE AMOUNT BENEFICIALLY OWNED BY EACH RE N	PORTING
10		T IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES S (See Instructions)	14,883,135 CERTAIN
11	PERCEN	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TYPE O	OF REPORTING PERSON (See Instructions)	11.55%
			НС

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NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONI	LY):
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO Instructions) (a) []	OUP (See
(b) [ ] SEC USE ONLY	
CITIZENSHIP OR PLACE OF ORGANIZATION	
<b>5</b> SOLE VOTING POWER	Delaware 0
RES 6 SHARED VOTING POWER	14,739,017
7 SOLE DISPOSITIVE POWER	0
N WITH 8 SHARED DISPOSITIVE POWER	14,883,135
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH RE	PORTING
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	14,883,135 CERTAIN
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
TYPE OF REPORTING PERSON (See Instructions)	11.55%
	HC
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONI BANA Holding Corporation 36-2685437 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO Instructions) (a) [] (b) [] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER ER OF RES 6 SHARED VOTING POWER CIALLY 2D BY 7 SOLE DISPOSITIVE POWER CH 7 SOLE DISPOSITIVE POWER RTING N WITH 8 SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH RE PERSON CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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1		S OF REPORTING PERSONS DENTIFICATION NO. OF ABOVE	PERSONS (ENTITIES ONLY):
2		THE APPROPRIATE BOX IF ons) (a) []	687665 A MEMBER OF A GROUP (See
3	SEC US	(b) [ ] E ONLY	
4	CITIZEN	NSHIP OR PLACE OF ORGANIZA	TION
		<b>5</b> SOLE VOTING POWER	United States
NUMBI SHAI		6 SHARED VOTING POWER	4,712,432
BENEFIC OWNE			10,026,585
EAC REPOR		7 SOLE DISPOSITIVE POWER	4,712,432
PERSON 9	AGGRE		ER 10,170,703 Y OWNED BY EACH REPORTING
PERSO		N	14,883,135
<ul> <li>( include 4,934,476 shares of UAL Corporation common stock h Employer Stock Fund under the United Airlines Ground Emp 2,097,329 shares of UAL Corporation common stock held Employer Stock Fund under the United Airlines Management 401(k) Plan and 2,303,098 shares of UAL Corporation common of The Employer Stock Fund under the United Airlines Flig Plan).</li> <li>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXC SHARES (See Instructions)</li> </ul>		er Stock Fund under the United Ai 29 shares of UAL Corporation co er Stock Fund under the United Air Plan and 2,303,098 shares of UAL Co Employer Stock Fund under the U	rlines Ground Employee 401(k) Plan, mmon stock held on behalf of The lines Management and Administrative rporation common stock held on behalf inited Airlines Flight Attendant 401K IN ROW (9) EXCLUDES CERTAIN
11	PERCEN	NT OF CLASS REPRESENTED BY	[] AMOUNT IN ROW (9)
			11.55%

BK

**12** TYPE OF REPORTING PERSON (See Instructions)

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Y):
2	Columbia Management Group, LLC94-1687665CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROInstructions)(a) [ ]	OUP (See
3	(b) [ ] SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	<b>5</b> SOLE VOTING POWER	Delaware 0
NUMB SHA BENEFIC	RES 6 SHARED VOTING POWER	686,678
OWNE EAC REPOR	7 SOLE DISPOSITIVE POWER	0
PERSON	8 SHARED DISPOSITIVE POWER	835,718
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REI PERSON	PORTING
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES (See Instructions)	835,718 CERTAIN
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TYPE OF REPORTING PERSON (See Instructions)	.65%
		PN

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	Columbia Management Advisors, LLC 94-1687665 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []	
3	(b) [ ] SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	5 SOLE VOTING POWER	
NUMB SHA		
BENEFIC OWNE EAG	D BY 7 SOLE DISPOSITIVE POWEP	
REPOR	TING 798,278	
TERSOT	8 SHARED DISPOSITIVE POWER 37,440	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	835,718 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	[] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	.65% TYPE OF REPORTING PERSON (See Instructions)	
	PN	

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1		REPORTING PERSONS IFICATION NO. OF ABOVE PERSONS (ENTITIES C	NLY):
2		ica Securities Holdings Corporation 56-210347 E APPROPRIATE BOX IF A MEMBER OF A ( (a) []	
3	SEC USE ONI	(b)[] LY	
4	CITIZENSHIP	P OR PLACE OF ORGANIZATION	
NUMB	ER OF	OLE VOTING POWER	Delaware 0
SHA BENEFI OWNE EA REPOF PERSON	CIALLY D BY CH 7 SC TING	HARED VOTING POWER OLE DISPOSITIVE POWER	839,700 0
9	8 SH	HARED DISPOSITIVE POWER E AMOUNT BENEFICIALLY OWNED BY EACH	839,700 REPORTING
10		HE AGGREGATE AMOUNT IN ROW (9) EXCLUD e Instructions)	
11	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	)
12	TYPE OF REF	PORTING PERSON (See Instructions)	.65%
			HC

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	Banc of America Securities LLC       56-2058405         CHECK THE APPROPRIATE       BOX IF A MEMBER OF A GROUP         Instructions)       (a) []	(See
3	(b) [ ] SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	5 SOLE VOTING POWER	aware
NUMB SHA BENEFI OWNE	RES 6 SHARED VOTING POWER CIALLY	39,700 0
EA REPOF PERSON	RTING 8	39,700 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT PERSON	ING
10	83 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT SHARES (See Instructions)	89,700 ΓΑΙΝ
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TYPE OF REPORTING PERSON (See Instructions)	.65%
		BD

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	NMS Services, Inc. 52-2082247 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
NUMBE SHAR BENEFIC	ES	
OWNEI EAC REPOR PERSON	H TING	
	<b>6</b> SHARED VOTING POWER 2,143,489	
	7 SOLE DISPOSITIVE POWER 0	
	<b>8</b> SHARED DISPOSITIVE POWER 2,143,489	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	2,143,489 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	[ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	1.66% TYPE OF REPORTING PERSON (See Instructions)	
	ΙΑ	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	NMS Services (Cayman), Inc.98-0186458CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SeeInstructions)(a) [](b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
NUMBE SHAR	ES	
BENEFIC OWNEI EAC REPOR PERSON	D BY 2,143,489 H FING	
FERSON	6 SHARED VOTING POWER 0	
	7 SOLE DISPOSITIVE POWER 2,143,489	
	8 SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	2,143,489 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	[ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	1.66% TYPE OF REPORTING PERSON (See Instructions)	
	IA	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	Banc of America Investment Advisors, Inc. 56-2058405 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []	e
3	(b) [ ] SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
NUMBI SHAI BENEFIC	RES	re
OWNE EAC REPOR PERSON	D BY CH CTING	0
TERSON	6 SHARED VOTING POWER 4,7	08
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EAC REPORTING PERSON	-
10	4,70 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE CERTAIN SHARES (See Instructions)	S
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	.004 TYPE OF REPORTING PERSON (See Instructions)	%
	I	A

### **Explanatory Note:**

Shares reported on line nine of page six relating to Bank of America, N.A. include 4,934,476 shares of UAL Corporation common stock held on behalf of The Employer Stock Fund under the United Airlines Ground Employee 401(k) Plan, 2,097,329 shares of UAL Corporation common stock held on behalf of The Employer Stock Fund under the United Airlines Management and Administrative 401(k) Plan and 2,303,098 shares of UAL Corporation common stock held on behalf of The Employer Stock Fund under the United Airlines Flight Attendant 401K Plan. Bank of America, N.A. has shared voting and shared dispositive powers with respect to the shares of UAL Corporation common stock held under the terms of the trusts maintained in connection with the above referenced plans.

#### Item 1(a). Name of Issuer:

UAL Corporation

### Item 1(b). Address of Issuer's Principal Executive Offices:

John Lakosil - whqld 77 West Wacker Drive Chicago, IL 60601

### Item 2(a). Name of Person Filing:

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A. Columbia Management Group, LLC Columbia Management Advisors, LLC Banc of America Securities Holdings Corporation Banc of America Securities LLC NMS Services Inc NMS Services (Cayman) Inc Banc of America Investment Advisors, Inc.

### Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

### Item 2(c). Citizenship:

Bank of America Corporation	Delaware
NB Holdings Corporation	Delaware
BAC North America Holding Company	Delaware
BANA Holding Corporation	Delaware
Bank of America, N.A.	United States
Columbia Management Group, LLC	Delaware
Columbia Management Advisors, LLC	Delaware
Banc of America Securities Holdings Corporation	Delaware
Banc of America Securities LLC	Delaware
NMS Services Inc	Delaware
NMS Services (Cayman) Inc	Cayman Islands
Banc of America Investment Advisors, Inc.	Delaware

#### Item 2(d). Title of Class of Securities:

Common Stock

### Item 2(e). CUSIP Number:

902549807

### Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) [] Broker or dealer registered under Section 15 of the Exchange Act.
- (b) [] Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) [] Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) [] Investment company registered under Section 8 of the Investment Company Act.
- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii) (E).
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii) (F).
- (g) [X] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. []

#### Item 4. Ownership:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

### Item 5. Ownership of 5 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 or More than Five Percent on Behalf of Another Person:

Not Applicable.

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

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

### Item 8. Identification and Classification of Members of the Group:

Not Applicable.

# Item 9. Notice of Dissolution of Group:

Not Applicable.

### Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not 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.

Dated: February 13, 2009

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A.

By: /s/ Charles F. Bowman

Charles F. Bowman Senior Vice President

### Columbia Management Group, LLC Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones President

### **Bank of America Securities Holdings Corporation**

By: /s/ Robert Qutub

Robert Qutub President

Bank of America Securities LLC NMS Services Inc NMS Services (Cayman) Inc

By: /s/ Matthew Smith

Matthew Smith Managing Director

### Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara

Daniel S. McNamara President

### **EXHIBIT 99.1 - JOINT FILING AGREEMENT**

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 13, 2009

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A.

By: /s/ Charles F. Bowman

Charles F. Bowman Senior Vice President

Columbia Management Group, LLC Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones President

**Bank of America Securities Holdings Corporation** 

By: /s/ Robert Qutub

Robert Qutub President

Bank of America Securities LLC NMS Services Inc NMS Services (Cayman) Inc

By: /s/ Matthew Smith

Matthew Smith Managing Director

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara

Daniel S. McNamara President