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NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5% COMMON

12. TYPE OF REPORTING PERSON\*

BK

CUSIP NO. 902549500

SCHEDULE 13G

PAGE 2B OF 5 PAGES

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

04-1867445

UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*

NOT APPLICABLE

A

B

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER

0 SHARES

6. SHARED VOTING POWER

3,660,055.201 PREFERRED SHARES (3,660,055.201 SHARES CLASS P

ESOP VOTING JUNIOR PREFERRED REPRESENTS 25.4% OF

THE VOTING POWER OF THE CORPORATION. VOTING POWER

LIMITED TO MATTERS OTHER THAN VOTE FOR DIRECTORS

7. SOLE DISPOSITIVE POWER

0 SHARES

8. SHARED DISPOSITIVE POWER

1,464.022 SHARES (3,660,055.201 PREFERRED SHARES CONVERTIBLE

TO COMMON [RATIO - 2,500 PFD = 1 COM])

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,660,055.201 PREFERRED SHARES (3,660,055.201 SHARES CLASS P

ESOP VOTING JUNIOR PREFERRED REPRESENTS 25.4% OF

THE VOTING POWER OF THE CORPORATION. VOTING POWER

LIMITED TO MATTERS OTHER THAN VOTE FOR DIRECTORS

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

100% CLASS P ESOP VOTING JUNIOR PREFERRED

25.4% VOTING POWER

12. TYPE OF REPORTING PERSON\*

BK

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
0 SHARES
6. SHARED VOTING POWER  
3,425,945.785 PREFERRED SHARES (3,425,945.785 SHARES CLASS M  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 20.4%  
VOTING POWER OF THE CORPORATION. VOTING POWER  
LIMITED TO MATTERS OTHER THAN VOTE FOR DIRECTORS)
7. SOLE DISPOSITIVE POWER  
0 SHARES
8. SHARED DISPOSITIVE POWER  
1,370.380 SHARES (3,425,945.785 PREFERRED SHARES CONVERTIBLE  
TO COMMON [RATIO - 2,500 PFD = 1 COM])
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,425,945.785 PREFERRED SHARES (3,425,945.785 SHARES CLASS M  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 20.4%  
VOTING POWER OF THE CORPORATION. VOTING POWER  
LIMITED TO MATTERS OTHER THAN THE VOTE FOR  
DIRECTORS)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
100% CLASS M ESOP VOTING JUNIOR PREFERRED  
20.4% VOTING POWER
12. TYPE OF REPORTING PERSON\*  
BK

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
UAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
NOT APPLICABLE A \_\_\_

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B \_\_\_

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER

0 SHARES

6. SHARED VOTING POWER

1,367,007.830 PREFERRED SHARES (1,367,007.830 SHARES CLASS S  
ESOP VOTING JUNIOR PREFERRED REPRESENT 9.2% VOTING  
POWER OF THE CORPORATION. VOTING POWER LIMITED TO  
MATTERS OTHER THAN THE VOTE FOR DIRECTORS)

7. SOLE DISPOSITIVE POWER

0 SHARES

8. SHARED DISPOSITIVE POWER

546.803 PREFERRED SHARES (1,367,007.830 PREFERRED SHARES  
CONVERTIBLE TO COMMON - 2,500 PFD = 1 COM)

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,367,007.830 PREFERRED SHARES (1,367,007.830 SHARES CLASS S  
ESOP VOTING JUNIOR PREFERRED REPRESENTS 9.2% VOTING  
POWER OF THE CORPORATION. VOTING POWER LIMITED TO  
MATTERS OTHER THAN THE VOTE FOR DIRECTORS)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

100% CLASS S ESOP VOTING JUNIOR PREFERRED  
9.2% VOTING POWER

12. TYPE OF REPORTING PERSON\*

BK

CUSIP NO. 902549500

SCHEDULE 13G

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE ACTING IN VARIOUS  
FIDUCIARY CAPACITIES. 04-1867445

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*

NOT APPLICABLE

A \_\_\_

B \_\_\_

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER

378,096 SHARES

6. SHARED VOTING POWER

0 SHARES

7. SOLE DISPOSITIVE POWER

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- 765,446 SHARES
8. SHARED DISPOSITIVE POWER  
8008 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
773,454 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*
- NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- .7%
12. TYPE OF REPORTING PERSON\*

BK

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ITEM 1.

- (A) NAME OF ISSUER

UAL CORPORATION

- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

UAL CORPORATION  
1200 EAST ALGONQUIN ROAD  
ELK GROVE TOWNSHIP, ILLINOIS 60007

ITEM 2.

- (A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

- (C) CITIZENSHIP

BOSTON, MASSACHUSETTS

- (D) TITLE CLASS OF SECURITIES

COMMON  
CLASS M,P, AND S ESOP VOTING JUNIOR PREFERRED

- (E) CUSIP NUMBER

902549500

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

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(B)  X  BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

CUSIP NO. 902549500

SCHEDULE 13G

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ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED

678,096 COMMON VOTING SHARES  
33,191,271.837 COMMON & COMMON EQUIVALENT DISPOSITIVE  
SHS  
8,453,008.816 ESOP VOTING JUNIOR PREFERRED

(B) PERCENT OF CLASS

..7% COMMON VOTING  
28.9% COMMON DISPOSITIVE  
55% (ESOP VOTING JUNIOR PREFERRED-VOTING ONLY)

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE OF  
678,093 SHARES  
(II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE OF  
8,453,008.816 SHARES (INCLUDES 8,453,008.816 ESOP  
PREFERRED SHARES THAT REPRESENT 55% VOTING POWER OF  
THE CORPORATION)  
(III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION  
OF  
765,446 SHARES  
(IV) SHARED POWER TO DISPOSE OR TO DIRECT THE  
DISPOSITION OF  
32,425,825.837 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

UAL CORPORATION ESOP = 22.03%

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

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ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE

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STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) :

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

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.

7 FEBRUARY 2003

STATE STREET CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/s/ SUSAN C. DANIELS  
VICE PRESIDENT