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UAL CORP /DE/
Form SC 13G/A
February 07, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*

UAL CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

902549807

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

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

- 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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CUSIP No
902549807

13G

Page 10 of
17 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 (ENTITIES ONLY):

Bank of America Corporation
56-0906609

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
 NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON WITH

0

6 SHARED VOTING POWER

10,593,768

7 SOLE DISPOSITIVE
 POWER

0

8 SHARED DISPOSITIVE
 POWER

10,594,889

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

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10,594,889

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.10%

12 TYPE OF REPORTING PERSON (See Instructions)

HC

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

NB Holdings Corporation
56-1857749

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

0

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10,593,768
6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 10,594,889

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,594,889

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.10%

12 TYPE OF REPORTING PERSON (See Instructions) HC

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Bank of America, NA
94-1687665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [] (b) []

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

1,707,082

6 SHARED VOTING POWER

89,831

7 SOLE DISPOSITIVE
POWER

1,707,082

8 SHARED DISPOSITIVE
POWER

89,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,796,913

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.54%

12 TYPE OF REPORTING PERSON (See Instructions)

BK

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

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United States Trust Company, NA
13-3818954

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

13,801

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7,710,629

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE
POWER 15,351

8 SHARED DISPOSITIVE
POWER 7,710,639

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,725,990

(includes 4,114,332 shares of common stock held
as trustee on behalf of the
UAL Ground EE 401K ER Stock Fund, 1,552,760
shares of common stock held as trustee on behalf
of the UAL Mgmt and Admin 401K ER Stock Fund and
2,043,537 shares of common stock held as trustee
on behalf of the UAL Flight Att 401K ER Stock)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

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[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.64%

12 TYPE OF REPORTING PERSON (See Instructions)
BK

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

Banc of America Securities Holdings Corporation
56-2103478

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)
(a) [] (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER
1,072,425

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7	SOLE DISPOSITIVE POWER	0
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8	SHARED DISPOSITIVE POWER	1,072,425
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9	AGGREGATE AMOUNT REPORTING PERSON	BENEFICIALLY OWNED BY EACH 1,072,425
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10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	.92%
----	---	------

12	TYPE OF REPORTING PERSON (See Instructions)	HC
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):
	Banc of America Securities LLC 56-2058405

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [] (b) []

3	SEC USE ONLY
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4	CITIZENSHIP OR PLACE OF ORGANIZATION
---	--------------------------------------

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Delaware

1,072,425
5 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

0
6 SHARED VOTING POWER

1,072,425
7 SOLE DISPOSITIVE
POWER

0
8 SHARED DISPOSITIVE
POWER

1,072,425
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

[]
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

.92%
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

BD
12 TYPE OF REPORTING PERSON (See Instructions)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

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Columbia Management Group, LLC
94-1687665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)
(a) [] (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER
89,392

7 SOLE DISPOSITIVE
POWER 0

8 SHARED DISPOSITIVE
POWER 89,392

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
89,392

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.07%

12 TYPE OF REPORTING PERSON (See Instructions)

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PN

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY):

Columbia Management Advisors, LLC
94-1687665

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

89,392

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE
POWER

89,392

8 SHARED DISPOSITIVE
POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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89,392

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.07%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Banc of America Investment Advisors, Inc
06-1143089

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF
SHARES 6
BENEFICIALLY
OWNED BY EACH
REPORTING 7
PERSON WITH 8

0

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						225
		SHARED VOTING POWER				
						0
		SOLE DISPOSITIVE POWER				
						0
		SHARED DISPOSITIVE POWER				
9	AGGREGATE AMOUNT REPORTING PERSON	BENEFICIALLY OWNED BY EACH				225
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					.00 %
12	TYPE OF REPORTING PERSON (See Instructions)					IA

Explanatory Note:

Shares reported on line nine of page five relating to United States Trust Company, N.A., includes 4,114,332 shares of common stock held as trustee on behalf of the UAL Ground EE 401K ER Stock Fund, 1,552,760 shares of common stock held as trustee on behalf of the UAL Mgmt and Admin 401K ER Stock Fund and 2,043,537 shares of common stock held as trustee on behalf of the UAL Flight Att 401K ER Stock Plan. United States Trust Company, N.A. has shared voting and dispositive powers with respect to the shares of UAL Corporation common stock held under the terms of the trusts established to fund the above referenced plans.

Item 1(a). Name of Issuer:

UAL Corporation

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

77 West Wacker Drive
Chicago, IL 60601

Item 2(a). Name of Person Filing:

Bank of America Corporation
NB Holdings Corporation
Bank of America N.A.
United States Trust Company, N.A.
Banc of America Securities Holdings Corporation
Banc of America Securities LLC
Columbia Management Group, LLC
Columbia Management Advisors, LLC
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
Bank of America N.A. United States
United States Trust Company, N.A. United States
Banc of America Securities Holdings Corporation Delaware
Banc of America Securities LLC Delaware
Columbia Management Group, LLC Delaware
Columbia Management Advisors, LLC Delaware
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) 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)

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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 Five 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 of 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 Subsidiary Identification and Classification, 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.

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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 5, 2008

Bank of America Corporation
NB Holdings Corporation
Bank of America, N.A.

By: /s/ Lucille E. Reymann

Lucille E. Reymann
Senior Vice President

Columbia Management Group, LLC
Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones
President

Banc of America Securities Holdings Corporation

By: /s/ Robert Qutub

Robert Qutub
President

Banc of America Securities LLC

By: /s/ Matthew Smith

Matthew Smith
Principal

United States Trust Company, N.A.

By: /s/ Michael Murphy

Michael Murphy
Senior Vice President

Banc of America Investment Advisors, Inc

By: /s/ Daniel S. McNamara

Daniel S. McNamara
President

Exhibit 99.1

EXHIBIT 99.1 - JOINT FILING AGREEMENT

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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 5, 2008

Bank of America Corporation
NB Holdings Corporation
Bank of America, N.A.

By: /s/ Lucille E. Reymann

Lucille E. Reymann
Senior Vice President

Columbia Management Group, LLC
Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones
President

Banc of America Securities Holdings Corporation

By: /s/ Robert Qutub

Robert Qutub
President

Banc of America Securities LLC

By: /s/ Matthew Smith

Matthew Smith
Principal

United States Trust Company, N.A.

By: /s/ Michael Murphy

Michael Murphy
Senior Vice President

Banc of America Investment Advisors, Inc

By: /s/ Daniel S. McNamara

Daniel S. McNamara
President