

UAL CORP /DE/  
Form FWP  
November 17, 2009

**Issuer Free Writing Prospectus**

**Filed pursuant to Rule 433(d)**

**Relating to the Preliminary**

**Prospectus Supplement dated**

**November 16, 2009**

**to the**

**Prospectus dated June 19, 2007**

**Registration No. 333-143865**

**November 16, 2009**

**United Air Lines, Inc. ( United )**

	<b>Pass Through Certificates, Series 2009-2A-O (the Class A Certificates )</b>	<b>Pass Through Certificates, Series 2009-2B-O (the Class B Certificates and, together with the Class A Certificates, the Certificates )</b>
<b>Securities:</b>		
<b>Issuer:</b>		United Air Lines, Inc.
<b>Guarantor:</b>		UAL Corporation
<b>Face Amount:</b>	\$697,731,000	\$112,606,000
<b>Final Expected Distribution Date:</b>	January 15, 2017	January 15, 2016
<b>Public Offering Price:</b>	100%	100%
<b>CUSIP:</b>	909317 BE8	909317 BF5
<b>ISIN:</b>	US909317BE86	US909317BF51
<b>Coupon/Stated Interest Rate:</b>	9.750%	12.000%
<b>Liquidity Facility Initial Maximum Commitment Amount:</b>	\$111,680,568.19	\$22,183,382.00
<b>Make-Whole Spread (used to calculate Make-Whole Amount):</b>	0.75%	0.75%
<b>Underwriting Commission:</b>		\$12,155,055.00
<b>Concession to Selling Group Members:</b>		0.35%
<b>Trade Date:</b>		November 16, 2009

**Settlement Date:** November 24, 2009 (T+6) closing date, the sixth business day following the date hereof.

United expects that delivery of the certificates will be made against payment therefor on or about the closing date specified on the cover page of the prospectus supplement, which will be the sixth business day following the date hereof (this settlement cycle being referred to as T+6). Under Rule 15c6 of the SEC under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to the trade expressly agree otherwise. Accordingly, purchasers who wish to trade certificates on the date of pricing or the next 2 succeeding business days will be required, by virtue of the fact that the certificates initially will settle in T+6, to specify an alternative settlement cycle at the time of any trade to prevent a failed settlement and should consult their own advisor.

**Class B Transfer Restrictions:** The Class B certificates will be subject to transfer restrictions. They may be sold only to qualified institutional buyers, as defined in Rule 144A under the Securities Act of 1933, as amended, for so long as they are outstanding.

**Preliminary Prospectus Supplement:** United has prepared a Preliminary Prospectus Supplement, dated November 16, 2009, which includes additional information regarding the Certificates.

**The issuer has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement relating to the offering and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting sales representatives of J.P. Morgan Securities Inc. (email: [Kenneth.Williams@broadridge.com](mailto:Kenneth.Williams@broadridge.com) or telephone: (631) 274-2740), Morgan Stanley & Co. Incorporated, 180 Varick Street, 2nd Floor, New York, New York 10014, Attention: Prospectus Department (email: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com) or toll free: 1-866-718-1649 (institutional investors)) and Goldman, Sachs & Co. (toll free: (866) 471-2526).**

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