

MCDONALD PETER D
Form 4
April 05, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD PETER D

(Last) (First) (Middle)

P.O. BOX 66100 - HDQLD

(Street)

CHICAGO, IL 60666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UAL CORP /DE/ [UAUA]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP-Chief Admin Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/01/2010		M		20,666	A	\$ 0 ⁽¹⁾
Common Stock	04/01/2010		D		20,666	D	\$ 19.55
					42,666	D	
					22,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/01/2010		M		20,666	(2) (2)	Common Stock	20,666
Restricted Stock Units	(3)	04/01/2010		A		50,600	(4) (4)	Common Stock	50,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDONALD PETER D P.O. BOX 66100 - HDQLD CHICAGO, IL 60666	EVP-Chief Admin Officer

Signatures

/s/ Lydia J. Mathas for Peter D.
McDonald

04/05/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Reflects the vesting and settlement of restricted stock units. Each restricted stock unit represented the economic equivalent of one share of common stock and was settled in cash upon vesting at the sole discretion of the Human Resources Subcommittee of the UAL Board of Directors.
- (1) common stock and was settled in cash upon vesting at the sole discretion of the Human Resources Subcommittee of the UAL Board of Directors.
 - (2) On April 1, 2010, one third of the restricted stock units granted on April 1, 2009 vested.
 - (3) Each restricted stock unit represents the economic equivalent of one share of common stock, and may be settled in cash or common stock upon vesting at the sole discretion of the Human Resources Subcommittee of the UAL Board of Directors.
 - (4) The restricted stock units vest in three equal annual installments beginning on April 1, 2011, contingent upon the Company achieving the Performance Goals (as defined in the Plan) for the applicable Performance Period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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