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UAL CORP /DE/
Form SC 13D/A
December 11, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 3)

UAL Corp.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

902549807

(CUSIP Number)

Kenneth J. Cooper
Pension Benefit Guaranty Corporation
Office of General Counsel
1200 K Street, N.W., Rm. 11509
Washington, D.C. 20005
(202) 326-4400 ext 3754

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 30, 2006

(Date of Event which Requires
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 3 Pages)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

3,338,345

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

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

3.0%

14 TYPE OF REPORTING PERSON*

0

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 902549807

SCHEDULE 13D/A

PAGE 3 OF 3 PAGES

This Amendment No. 3 to the Schedule 13D filed by the Pension Benefit Guaranty Corporation ("PBGC") on February 13, 2006 as amended on February 24, 2006 and July 25, 2006 (the "Schedule 13D"), amends Items 4 and 5 of the Schedule 13D. All capitalized terms used herein have the respective meanings given to such terms in the Schedule 13D.

ITEM 4. Purpose of Transaction

ITEM 4 OF THE Schedule 13D is hereby amended to add the following:

As of November 30, 2006, J.P. Morgan Investment Management, Inc., who has been assigned investment and voting authority with respect to the shares of UAL common stock owned by PBGC, has sold 9,279,266 of such shares.

ITEM 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended to read as follows:

(a) PBGC owns of record or beneficially 3,338,345 shares of UAL common stock, which represents 3.0% of the total outstanding shares of UAL common stock.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2006

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Pension Benefit Guaranty Corporation

By: /s/ James Gerber

Name: James Gerber

Title: Chief Financial Officer