

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)

| | Pass Through Certificates, Series 2009-2A-O (the Class A Certificates) | Pass Through Certificates, Series 2009-2B-O (the Class B Certificates and, together with the Class A Certificates, the Certificates) |
|---|--|--|
| Securities: | | |
| Issuer: | | United Air Lines, Inc. |
| Guarantor: | | UAL Corporation |
| Face Amount: | \$697,731,000 | \$112,606,000 |
| Final Expected Distribution Date: | January 15, 2017 | January 15, 2016 |
| Public Offering Price: | 100% | 100% |
| CUSIP: | 909317 BE8 | 909317 BF5 |
| ISIN: | US909317BE86 | US909317BF51 |
| Coupon/Stated Interest Rate: | 9.750% | 12.000% |
| Liquidity Facility Initial Maximum Commitment Amount: | \$111,680,568.19 | \$22,183,382.00 |
| Make-Whole Spread (used to calculate Make-Whole Amount): | 0.75% | 0.75% |
| Underwriting Commission: | | \$12,155,055.00 |
| Concession to Selling Group Members: | | 0.35% |
| Trade Date: | | 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. 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 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 or toll free: 1-866-718-1649 (institutional investors)) and Goldman, Sachs & Co. (toll free: (866) 471-2526).

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