

SCHEDULE 13G

Amendment No. 1
Unisys Corporation
Common Stock
Cusip # 909214108
Filing Fee: No

Cusip # 909214108
Item 1: Reporting Person - FMR Corp. - (Tax ID: 04-2507163)
Item 4: Commonwealth of Massachusetts
Item 5: 832,932
Item 6: None
Item 7: 18,514,504
Item 8: None
Item 9: 18,514,504
Item 11: 9.74%
Item 12: HC

Cusip # 909214108
Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: None
Item 6: None
Item 7: 18,514,504
Item 8: None
Item 9: 18,514,504
Item 11: 9.74%
Item 12: IN

Cusip # 909214108
Item 1: Reporting Person - Abigail P. Johnson
Item 4: United States of America
Item 5: None
Item 6: None
Item 7: 18,514,504
Item 8: None
Item 9: 18,514,504
Item 11: 9.74%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

Unisys Corporation

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

Township Line and Union Meeting Roads
Blue Bell, PA 19424

Item 2(a). Name of Person Filing:

FMR Corp.

Item 2(b). Address or Principal Business Office or, if None, Residence:

82 Devonshire Street, Boston, Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

909214108

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned:
18,514,504

(b) Percent of Class:
9.74%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
832,932

(ii) shared power to vote or to direct the vote:
None

(iii) sole power to dispose or to direct the disposition of:
18,514,504

(iv) shared power to dispose or to direct the disposition of:
None

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock of Unisys Corporation. No one person's interest in the common stock of Unisys Corporation is more than five percent of the total outstanding common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit(s) A and B.

Item 8. Identification and Classification of Members of the Group.

Not applicable, see attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with FMR Corp.'s beneficial ownership of the common stock of Unisys Corporation at August 31, 1996 is true, complete and correct.

September 9, 1996
Date

/s/Arthur S. Loring
Signature

Arthur S. Loring, Vice
President
Name/Title

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
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Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 17,237,877 shares or 9.07% of the common stock outstanding of Unisys Corporation ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. The number of shares of common stock of Unisys Corporation owned by the investment companies at August 31, 1996 included 5,338,307 shares of common stock resulting from the assumed conversion of \$36,701,000 principal amount of 8.25% Convertible Subordinated Debentures 03/15/06 (145.454545 shares of common stock for each \$1,000 principal amount of debenture). The number of shares of common stock of Unisys Corporation owned by the investment companies at August 31, 1996 included 10,301,618 shares of common stock resulting from the assumed conversion of \$105,464,000 principal amount of 8.25% Convertible Subordinated Debentures 08/01/00 (97.67999 shares of common stock for each \$1,000 principal amount of debenture). The number of shares of common stock of Unisys Corporation owned by the investment companies at August 31, 1996 included 127,999 shares of common stock resulting from the assumed conversion of 76,600 shares of the \$3.75 Series A Convertible Preferred Stock (1.671 shares of common stock for each Preferred Stock).

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 17,237,877 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 1,276,627 shares or 0.67% of the common stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s). The number of shares of common stock of Unisys Corporation owned by the institutional account(s) at August 31, 1996 included 871,269 shares of common stock resulting from the assumed conversion of \$5,990,000 principal amount of the 8.25% Convertible Subordinated Debentures 03/15/06 described above. The number of shares of common stock of Unisys Corporation owned by the institutional account(s) at August 31, 1996 included 64,468 shares of common stock resulting from the assumed conversion of

\$660,000 principal amount of the 8.25% Convertible Subordinated Debentures 08/01/00 described above.

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, has sole dispositive power over 1,276,627 shares and sole power to vote or to direct the voting of 832,932 shares, and no power to vote or to direct the voting of 443,695 Shares of common stock owned by the institutional account(s) as reported above.

Members of the Edward C. Johnson 3d family and trusts for their benefit are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail P. Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholder's voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholder's voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

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FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

RULE 13d-1(f) (1) AGREEMENT

The undersigned persons, on September 9, 1996, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the common stock of Unisys Corporation at August 31, 1996.

FMR Corp.
By /s/Arthur S. Loring
Arthur S. Loring
Vice President - Legal
Edward C. Johnson 3d
By /s/Arthur S. Loring
Arthur S. Loring
Under Power of Attorney dated
5/17/89
On File with Schedule 13G for
Airborne Freight Corp. 9/10/91

Abigail P. Johnson

By /s/Arthur S. Loring
Arthur S. Loring
Under Power of Attorney dated
1/5/96
On File with Schedule 13G for
Acclaim Entertainment Inc.
1/10/96
Fidelity Management & Research Company
By /s/Arthur S. Loring
Arthur S. Loring
Sr. V.P. and General Counsel