

UNITED TECHNOLOGIES CORP /DE/
Form 4
December 28, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hess David P

2. Issuer Name and Ticker or Trading Symbol
UNITED TECHNOLOGIES CORP /DE/ [UTX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., Aerospace Power Systems

UNITED TECHNOLOGIES CORPORATION, ONE FINANCIAL PLAZA
(Street)

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

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

HARTFORD, CT 06101
(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/23/2004 | | M | 50,000 A \$ 77 | 50,000 | D | |
| Common Stock | 12/23/2004 | | S | 1,200 D \$ 105.97 | 48,800 | D | |
| Common Stock | 12/23/2004 | | S | 200 D \$ 105.94 | 48,600 | D | |
| Common Stock | 12/23/2004 | | S | 300 D \$ 105.93 | 48,300 | D | |
| | 12/23/2004 | | S | 200 D | 48,100 | D | |

Edgar Filing: UNITED TECHNOLOGIES CORP /DE/ - Form 4

| | | | | | | | | | |
|--------------|------------|---|-------|---|--------|--------------------------------------|--|---|--|
| Common Stock | | | | | \$ | | | | |
| | | | | | 105.92 | | | | |
| Common Stock | 12/23/2004 | S | 1,100 | D | \$ | 47,000 | | D | |
| | | | | | 105.91 | | | | |
| Common Stock | 12/23/2004 | S | 800 | D | \$ | 46,200 | | D | |
| | | | | | 105.9 | | | | |
| Common Stock | 12/23/2004 | S | 1,500 | D | \$ | 44,700 | | D | |
| | | | | | 105.88 | | | | |
| Common Stock | 12/23/2004 | S | 1,800 | D | \$ | 42,900 | | D | |
| | | | | | 105.87 | | | | |
| Common Stock | 12/23/2004 | S | 600 | D | \$ | 42,300 | | D | |
| | | | | | 105.86 | | | | |
| Common Stock | 12/23/2004 | S | 400 | D | \$ | 41,900 | | D | |
| | | | | | 105.85 | | | | |
| Common Stock | 12/23/2004 | S | 1,100 | D | \$ | 40,800 | | D | |
| | | | | | 105.84 | | | | |
| Common Stock | 12/23/2004 | S | 400 | D | \$ | 40,400 | | D | |
| | | | | | 105.82 | | | | |
| Common Stock | 12/23/2004 | S | 200 | D | \$ | 40,200 | | D | |
| | | | | | 105.81 | | | | |
| Common Stock | 12/23/2004 | S | 2,000 | D | \$ | 38,200 | | D | |
| | | | | | 105.8 | | | | |
| Common Stock | 12/23/2004 | S | 900 | D | \$ | 37,300 | | D | |
| | | | | | 105.78 | | | | |
| Common Stock | 12/23/2004 | S | 300 | D | \$ | 37,000 | | D | |
| | | | | | 105.76 | | | | |
| Common Stock | 12/23/2004 | S | 700 | D | \$ | 36,300 | | D | |
| | | | | | 105.74 | | | | |
| Common Stock | 12/23/2004 | S | 900 | D | \$ | 35,400 ⁽¹⁾ ⁽²⁾ | | D | |
| | | | | | 105.72 | | | | |
| Common Stock | | | | | | 3,067.354 | | I | |

By
Savings
Plan
Trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

Edgar Filing: UNITED TECHNOLOGIES CORP /DE/ - Form 4

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 77 | 12/23/2004 | | M | 50,000 | 04/26/2004 04/25/2011 | Common Stock 50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hess David P UNITED TECHNOLOGIES CORPORATION ONE FINANCIAL PLAZA HARTFORD, CT 06101 | | | Pres., Aerospace Power Systems | |

Signatures

By: /s/ Charles F. Hildebrand as Attorney-in-Fact
Date: 12/28/2004

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).
- (1) This Form 4 represents the first of two Form 4s to be filed today due to the sale of 50,000 shares of United Technologies Corporation common stock on December 23, 2004.
- (2) Time restricted shares of Common Stock. 5,000 shares will vest on 10/8/2006 and 5,000 shares will vest on 10/8/2008, provided that Mr. Hess is employed by UTC or an affiliate on those dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.