SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	

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			or Section 30(n) of the Investment Company Act of 1940			
1. Name and Address of Reporting Person* Gill Charles D (Last) (First) (Middle) 10 FARM SPRINGS ROAD			2. Issuer Name and Ticker or Trading Symbol UNITED TECHNOLOGIES CORP /DE/ [UTX] 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2019		ationship of Reporting Pe < all applicable) Director Officer (give title below) Executive VP & Ge	10% Owner Other (specify below)
(Street) FARMINGTON (City)	CT (State)	06032	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Re Form filed by More tha Person	porting 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/11/2019		A		19,952 ⁽¹⁾	A	\$122.72	45,003	D	
Common Stock	02/11/2019		F		8,045	D	\$122.72	36,958	D	
Common Stock	02/12/2019		М		30,500 ⁽²⁾	Α	\$71.63	67,458	D	
Common Stock	02/12/2019		S		12,842	D	\$123.6677(3)	54,616	D	
Common Stock	02/12/2019		D		17,658	D	\$123.72	36,958	D	
Common Stock								8,563	I	By Savings Plan Trustee
Common Stock								1,546.02	I	By Spouse

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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber ivative urities uired or oosed O) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	vative derivative urity Securities	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$71.63	02/12/2019		М			30,500	01/04/2013	01/03/2020	Common Stock	30,500	\$0.0000	0.0000	D	

Explanation of Responses:

1. The acquisition of shares of UTC common stock represents the vesting of performance share units (PSUs) previously awarded on January 4, 2016 to the reporting person under the United Technologies Corporation Long-Term Incentive Plan. Each PSU has a value equal to one share of UTC Common Stock. These PSUs vest solely upon achievement of pre-established performance targets for UTC's return on invested capital, earnings per share growth and total shareholder return relative to the S&P 500 index over a three-year time period. The performance criteria were satisfied at the 116% level.

2. The Stock Appreciation Rights (SARs) were settled in shares in accordance with terms of the award. For Section 16 reporting purposes, the exercise of SARs for stock is treated as an exempt acquisition of the shares underlying the SARs at the exercise price per share specified in the award of SARs and a simultaneous sale back to the issuer of a number of the underlying shares having a value, based on the market price of the issuer's stock on the date of the exercise, equal to the product of the number of underlying SARs times the exercise price per share.

3. The price reported in Column 4 is a weighted average price for shares sold in multiple transactions. The sale prices range from \$123.66 to \$123.73 per share. The reporting person has provided to the issuer, and undertakes to provide to the Commission staff or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

/s/ Ariel R. David as Attorney-02/13/2019 in-Fact

** Signature of Reporting Person

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

* 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).

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

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 Number.

Date

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