FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
0.5										

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

			01 500		vestment con									
1. Name and Addre <u>Hess David I</u> (Last) ONE FINANCI	(First)	erson <sup>*</sup> (Middle)	<u>UNI1</u>	of Earliest Transac	OLOGĬE	<u>S CORP /DE/</u> [	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (spec below) President, Pratt & Whitney							
(Street) HARTFORD (City)	CT (State)	06101 (Zip)	4. If Am	endment, Date of G	Driginal Filed (	(Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Perso	on				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security	(Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect				

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11311.4)

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)		Derivative Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Stock Appreciation Right	\$54.95	01/02/2009		А		114,000		01/02/2012	01/01/2019	Common Stock	114,000	\$0	114,000 <sup>(1)</sup>	D	

## Explanation of Responses:

1. The reporting person was also awarded 26,200 performance share units (PSUs) under the UTC 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 earnings per share and total shareholder return over a three year performance period.

**Remarks:** 

## /s/ Cha<u>rles F. Hildebrand as</u> Attorney-in-Fact

\*\* Signature of Reporting Person

01/06/2009

Date

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.