SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addres Hess David P	ss of Reporting Persor	1*	2. Issuer Name and Ticker or Trading Symbol <u>UNITED TECHNOLOGIES CORP /DE/</u> [UTX]		tionship of Reporting Pers all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)
(Last) (First) (Middle) ONE FINANCIAL PLAZA		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2012		President, Pratt &	,
(Street) HARTFORD (City)	CT (State)	06101 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person	orting 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 Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/10/2012		М		65,000	A	\$75.21	113,962	D	
Common Stock	02/10/2012		М		61,000	A	\$62.81	174,962	D	
Common Stock	02/10/2012		М		60,000	A	\$70.81	234,962	D	
Common Stock	02/10/2012		S		30,203	D	\$83.2763(1)	204,759	D	
Common Stock	02/10/2012		F		155,797	D	\$83.24	48,962	D	
Common Stock								5,114	I	By Savings Plan Trustee

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)				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)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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	\$70.81	02/10/2012		М			60,000	(2)	04/08/2018	Common Stock	60,000	\$0.0000	60,000	D	
Stock Appreciation Right	\$75.21	02/10/2012		М			65,000	01/02/2011	01/01/2018	Common Stock	65,000	\$0.0000	0.0000	D	
Stock Appreciation Right	\$62.81	02/10/2012		М			61,000	01/03/2010	01/02/2017	Common Stock	61,000	\$0.0000	0.0000	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.24 to \$83.39, inclusive. The reporting person undertakes to provide to United Technologies Corporation, any security holder of United Technologies Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 1 of this Form 4.

2. 120,000 Stock Appreciation Rights were granted on April 9, 2008 with 60,000 scheduled to vest on 4/9/2011 and 60,000 scheduled to vest on 4/9/2012.

<u>/s/ Charles F. Hildebrand as</u> <u>Attorney-in-Fact</u>

02/14/2012

Date

** Signature of Reporting Person

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

 \star 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.