

<b>FORM 5</b> [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). [ ] Form 3 Holdings Reported [ ] Form 4 Transactions Reported	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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(f) of the Investment Company Act of 1940	OMB APPROVAL  OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5
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1. Name and Address of Reporting Person <b>Popoff, Frank P.</b>  (Last) (First) (Middle) <b>United Technologies Corporation</b> <b>One Financial Plaza</b>  (Street) <b>Hartford, CT 06101</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>United Technologies Corporation UTX</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) <b>December 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other  Officer/Other Description _____ 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount   A/D   Price			
Common Stock (Restricted)	12/10/2002	G	4,000,000   D	0,000	D	
Common Stock (Restricted)	12/10/2002	G	4,000,000   A	4,000,000	I	By Trust (1)

If the form is filed by more than one reporting person, see instruction 4(b)(v). (over) SEC 2270 (3-99)

**Popoff, Frank P. - December 2002**

**Form 5 (continued)**

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)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Non-Qualified Stock Option (right to buy)	\$75,0000	04/10/2002	A	(A) 2,500,000	04/10/2005   04/09/2012	Common Stock - 2,500,000		2,500,000	D	
Phantom Stock Unit	\$0.0000	01/02/2002	A	(A) 1,165,680 (2)		Common Stock - 1,165,680			D	
Phantom Stock Unit	\$0.0000	08/14/2002	A	(A) 371,640 (2)		Common Stock - 371,640			D	
Phantom Stock Unit	\$0.0000	12/31/2002	A	(A) 146,895 (3)		Common Stock - 146,895		10,183,235	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: **Charles F. Hildebrand, Attorney-in-Fact**  
 \*\* Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

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

Power of Attorney

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. Page 2 SEC 2270 (3-99)

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**Form 5 (continued)**

<b>FOOTNOTE Descriptions for United Technologies Corporation UTX</b>  Form 5 - December 2002  <b>Frank P. Popoff</b> <b>United Technologies Corporation</b> <b>One Financial Plaza</b> <b>Hartford, CT 06101</b>  Explanation of responses:  (1) Includes shares held indirectly in a revocable trust. (2) Consists of Phantom Stock Units acquired at the election of the reporting person in lieu of his/her annual retainer for services as a non-employee director under a company program that permits him/her to defer receipt of the retainer. Upon termination of services on the Board of Directors, all such Phantom Stock Units are payable in cash or in stock. (3) Consists of Phantom Stock Units acquired during 2002 as dividend equivalents related to Phantom Stock Units acquired at the election of the reporting person in lieu of his/her annual retainer for service as a non-employee director. Upon termination of services on the Board of Directors, all such Phantom Stock Units are payable in cash or in stock.
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