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 OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

1. Name and Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>UNITED TECHNOLOGIES CORP /DE/</u> [UTX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) ONE FINANCI	(First) AL PLAZA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2011		Officer (give title below)	Other (specify below)				
(Street) HARTFORD CT 06101			 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
(City)	(State)	(Zip)	-		Form filed by More that Person	0				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

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)	Code (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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock (Restricted)								4,800	D	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/N	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	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		Transaction(s) (Instr. 4)		
Phantom Stock Unit	(1)	04/13/2011		Α		3,206.27		(1)	(1)	Common Stock	3,206.27	\$84.21	51,100.9274	D	

Explanation of Responses:

1. Consists of Phantom Stock Units acquired by the reporting person as annual compensation for services as a non-employee director, under a company program that provides for payment of all or a portion of non-employee director compensation in deferred stock units. Upon termation of service on the Board of Direcotrs, all such Phantom Stock Units are payable in stock as a lump sum or in installments, at the election of the director.

/s/ Charles F. Hildebrand as Attorney-in-Fact

04/15/2011

Date

** 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.