SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) UNITED TECHNOLOGIES CORP /DE/ Gitlin David L Director 10% Owner UTX] Officer (give title Other (specify Х below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Pres., UTC Aerospace Systems 02/13/2017 10 FARM SPRINGS ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) 06032 Form filed by One Reporting Person FARMINGTON CT X Form filed by More than One Reporting Person (City) (State) (Zip)

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. Transa Code (8)		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	02/13/2017		М		17,800(1)	A	\$74.66	17,800	D	
Common Stock	02/13/2017		М		10,500(1)	A	\$78.99	28,300	D	
Common Stock	02/13/2017		S		8,968	D	\$111.665	19,332	D	
Common Stock	02/13/2017		D		19,332	D	\$111.64	0.0000	D	
Common Stock								2,640	Ι	By Savings Plan Trustee
Common Stock								6,586	I	By Spouse's Trust

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 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) (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	\$78.99	02/13/2017		М			10,500	01/03/2014	01/02/2021	Common Stock	10,500	\$0.0000	0.0000	D	
Stock Appreciation Right	\$74.66	02/13/2017		М			17,800	01/03/2015	01/02/2022	Common Stock	17,800	\$0.0000	0.0000	D	

Explanation of Responses:

1. 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.

/s/ Ariel R. David as Attorne	<u>y-</u>
<u>in-Fact</u>	

** Signature of Reporting Person Date

02/15/2017

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.

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