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	<b>OF CHANGES</b>	IN BENEFICIAL	OWNERSHIP
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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 OMB APPROVAL
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Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 Amount (A) or (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Table I - No	n-Derivative S	ecurities Acqu	uired,	Disp	osed of, o	r Bene	ficially (	Dwned			
(City)	(State)	(Zip)								Form filed by Mor Person	e than One Repo	orting	
(Street) HARTFORD	СТ	06101	4. If Am	endment, Date of C	original I	Filed (	Month/Day/Yea	ır)	6. Indiv Line) X	vidual or Joint/Group Form filed by One	e Reporting Perso	n	
(Last) ONE FINANCI	(First) AL PLAZA	(Middle)	3. Date	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2010					X	Officer (give title below) Chairma	ve title Other (specify below) nairman and CEO		
1. Name and Addre	ess of Reporting Per CT LOUIS	son*		r Name <b>and</b> Ticker TED TECHN(				<u>)E/</u> [		ationship of Reporting all applicable) Director	g Person(s) to Iss 10% C		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	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	\$71.63	01/04/2010		A		302,000		01/04/2013	01/03/2020	Common Stock	302,000	\$0	302,000 <sup>(1)</sup>	D	

Explanation of Responses:

1. The reporting person was also awarded 87,000 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:** 

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

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\*\* Signature of Reporting Person

01/06/2010

Date

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

 $\ast$  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.