

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 hours per response:	0.5

1. Name and Address of Reporting Person* <u>DAVID GEORGE AL</u>  (Last) (First) (Middle) UNITED TECHNOLOGIES CORPORATION ONE FINANCIAL PLAZA  (Street) HARTFORD CT 06101  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNITED TECHNOLOGIES CORP /DE/ [ UTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/23/2004		s		800	D	\$93.39	759,178	D	
Common Stock	08/23/2004		s		3,100	D	\$93.4	756,078	D	
Common Stock	08/23/2004		s		100	D	\$93.41	755,978	D	
Common Stock	08/23/2004		s		3,200	D	\$93.42	752,778	D	
Common Stock	08/23/2004		s		100	D	\$93.43	752,678	D	
Common Stock	08/23/2004		s		600	D	\$93.44	752,078	D	
Common Stock	08/23/2004		s		1,000	D	\$93.45	751,078	D	
Common Stock	08/23/2004		s		1,300	D	\$93.48	749,778	D	
Common Stock	08/23/2004		s		3,000	D	\$93.5	746,778	D	
Common Stock	08/23/2004		s		100	D	\$93.53	746,678	D	
Common Stock	08/23/2004		s		600	D	\$93.54	746,078	D	
Common Stock	08/23/2004		s		100	D	\$93.55	745,978	D	
Common Stock	08/23/2004		s		2,300	D	\$93.56	743,678	D	
Common Stock	08/23/2004		s		1,800	D	\$93.57	741,878	D	
Common Stock	08/23/2004		s		400	D	\$93.58	741,478	D	
Common Stock	08/23/2004		s		1,000	D	\$93.59	740,478	D	
Common Stock	08/23/2004		s		400	D	\$93.6	740,078	D	
Common Stock	08/23/2004		s		900	D	\$93.61	739,178	D	
Common Stock	08/23/2004		s		200	D	\$93.62	738,978	D	
Common Stock	08/23/2004		s		400	D	\$93.7	738,578	D	
Common Stock	08/23/2004		s		100	D	\$93.71	738,478	D	
Common Stock	08/23/2004		s		15,000	D	\$93.75	723,478 <sup>(1)(2)</sup>	D	
Common Stock								4,771.467	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying 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)
<b>Explanation of Responses:</b> 1. The reporting person also directly owns 48,532 shares of United Technologies Corporation Restricted Common Stock. 2. This Form 4 represents the second of two Form 4s to be filed today due to the sale of 10,000 shares of United Technologies Corporation common stock on August 23, 2004.											
<b>Remarks:</b> <div style="text-align: right;">             By: <u>/s/ Charles F. Hildebrand</u>              as Attorney-in-Fact              Date: 08/23/2004           </div>											

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.