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

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1. Name and Addres <u>HAYES GRE</u>	1 0	ı*	2. Issuer Name and Ticker or Trading Symbol UNITED TECHNOLOGIES CORP /DE/ UTX]		tionship of Reporting Pers all applicable) Director Officer (give title	10% Owner Other (specify
(Last) 10 FARM SPRIN	(First) (Middle) NGS ROAD		3. Date of Earliest Transaction (Month/Day/Year) 01/03/2017	Λ	below) Chairman, Preside	below) nt and CEO
(Street) FARMINGTON	СТ	06032	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More thai	orting Person
(City)	(State)	(Zip)			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 Disposed				A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock								101,869	D	
Common Stock								4,968	I	By Savings Plan Trustee
Common Stock								874	I	By Spouse
Common Stock								1,249	I	By Spouse's Savings Plan Account

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

(cigi, puis, variants, ophonis, convertiste securites)															
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. Numb Derivativ Securitie Acquired or Dispo of (D) (In 3, 4 and	ve es d (A) sed str.	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)		
Restricted Stock Units RSU	(1)	01/03/2017		A		20,500		01/03/2020	(1)	Common Stock	20,500	\$110.83	20,500	D	
Stock Appreciation Right	\$110.83	01/03/2017		А		151,000		01/03/2020	01/02/2027	Common Stock	151,000	\$110.83	151,000 ⁽²⁾	D	

Explanation of Responses:

1. Each restricted stock unit (RSU), including dividend equivalents, represents a contingent right to receive one share of UTC Common Stock.

2. The reporting person was also awarded 50,500 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 return on invested capital, earnings per share growth and total shareholder return relative to the S&P 500 index over a three-year time period.

<u>/s/ Ariel R. David as Attorney-</u>	- 01/0
<u>in-Fact</u>	01/0
** Signature of Reporting Person	Date

01/05/2017

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.