## 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
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1. Name and Address of Reporting Person <sup>*</sup> HAYES GREGORY			2. Issuer Name and Ticker or Trading Symbol <u>UNITED TECHNOLOGIES CORP /DE/</u> [ UTX ]		tionship of Reporting Perso all applicable) Director Officer (give title	10% Owner Other (specify	
(Last) 10 FARM SPRIM	(First) IGS ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2019		below) Chairman, President	below) nt and CEO	
(Street) FARMINGTON	СТ	06032	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			Person	9	

#### 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)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	e V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/11/2019		A		61,480 <sup>(1)</sup>	A	\$122.72	170,446	D	
Common Stock	02/11/2019		F		27,335	D	\$122.72	143,111	D	
Common Stock	02/12/2019		М		86,000(2)	A	\$71.63	229,111	D	
Common Stock	02/12/2019		S		35,942	D	\$123.8131 <sup>(3)</sup>	193,169	D	
Common Stock	02/12/2019		D		50,058	D	\$123.06	143,111	D	
Common Stock								164	I	By Children's Trust Accounts
Common Stock								5,184	I	By Savings Plan Trustee
Common Stock								874	I	By Spouse
Common Stock								1,303	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) 1. Title of Derivative 3. Transaction 3A. Deemed 6. Date Exercisable and 7. Title and Amount of Securities 8. Price of 9. Number of 11. Nature 5. Number 10. Conversion Date Execution Date Transaction ٥f Expiration Date Derivative derivative Ownership of Indirect Beneficial Security (Instr. 3) or Exercise (Month/Day/Year) Derivative (Month/Day/Year) Underlying Security Form: if any Code (Instr. Securities (Month/Dav/Year) 8) Direct (D) Price of Securities Derivative Security (Instr. 5) Beneficially Ownership Derivative Acquired (Instr. 3 and 4) Owned or Indirect (Instr. 4) Following (I) (Instr. 4) Security (A) or Disposed Reported of (D) (Instr 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Expiration Date Exercisable of Shares Code v (A) (D) Title Date Stock Common Appreciation \$71.63 02/12/2019 86,000 01/04/2013 01/03/2020 86,000 \$0.0000 0.0000 D Μ Stock Right

#### Explanation of Responses:

1. The acquisition of shares of UTC common stock represents the vesting of performance share units (PSUs) previously awarded on January 4, 2016 to the reporting person under the United Technologies Corporation 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. The performance criteria were satisfied at the 116% level.

2. 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.

3. The price reported in Column 4 is a weighted average price for shares sold in multiple transactions. The sale prices range from \$123.00 to \$124.30 per share. The reporting person has provided to the issuer, and undertakes to provide to the Commission staff or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

### <u>in-Fact</u>

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.

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