

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Plan period ended December 31, 1998

Commission File Number 1-812

UNITED TECHNOLOGIES CORPORATION  
REPRESENTED EMPLOYEE SAVINGS PLAN

UNITED TECHNOLOGIES CORPORATION  
One Financial Plaza  
Hartford, Connecticut 06101

FINANCIAL STATEMENTS OF THE UNITED TECHNOLOGIES CORPORATION  
REPRESENTED EMPLOYEE SAVINGS PLAN

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Administrator of  
the United Technologies Corporation  
Represented Employee Savings Plan

In our opinion, the accompanying statements of net assets available for benefits with fund information and the related statement of changes in net assets available for benefits with fund information present fairly, in all material respects, the net assets available for benefits of the United Technologies Corporation Represented Employee Savings Plan at December 31, 1998 and 1997, and the changes in net assets available for benefits for the period ended December 31, 1998, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The fund information in the statement of net assets available for benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for benefits of each fund. The fund information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Hartford, Connecticut  
June 28, 1999

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Net Assets Available for Benefits With Fund Information  
December 31, 1998  
(Thousands of Dollars, except unit amounts)

	Income Fund	Equity Fund	Small Company Stock Index Fund	International Equity Index Fund	Global Fund	UTC Common Stock Fund	INVESCO Total Return Fund
<b>Assets:</b>							
Investments, at fair value:							
Beneficial interests in Bankers Trust							
Company Pyramid:							
Large Capitalization Equity Index Fund	\$ -	\$ 200,259	\$ -	\$ -	\$ 2,884	\$ -	\$ -
Russell 2000 Equity Index Fund	-	-	1,461	-	-	-	-
Daily Japanese Equity Index Fund	-	-	-	126	-	-	-
Daily Non Japanese Equity Index Fund	-	-	-	475	-	-	-
Government/Corporate Fixed Income Index Fund	-	-	-	-	2,351	-	-
Daily International Equity Index Fund	-	-	-	-	2,854	-	-
United Technologies Corporation Common Stock	-	-	-	-	-	57,990	-
Shares of respective registered investment companies	-	-	-	-	-	-	1,603
Investments, at contract value or cost:							
Beneficial interests in investment contracts, at contract value							
	473,892	-	-	-	-	-	-
Participant loans, at cost	-	-	-	-	-	-	-
Temporary investments, at cost plus accrued interest	-	-	-	-	-	289	-
Total Investments	473,892	200,259	1,461	601	8,089	58,279	1,603
Plan receivables	456	34	1	-	1	662	1
Total Assets	474,348	200,293	1,462	601	8,090	58,941	1,604
<b>Liabilities:</b>							
Accrued expenses							
	-	-	-	-	-	148	-
Loans payable, net							
	-	-	-	-	-	-	-
Total Liabilities	-	-	-	-	-	148	-
Net Assets Available for Benefits	\$ 474,348	\$ 200,293	\$ 1,462	\$ 601	\$ 8,090	\$ 58,793	\$ 1,604
Units of participation	7,088,290	7,401,803	122,571	47,404	2,818,953	3,226,829	51,131
Unit value	\$ 66.92	\$ 27.06	\$ 11.93	\$ 12.68	\$ 2.87	\$ 18.22	\$ 31.36

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Net Assets Available for Benefits With Fund Information (Continued)  
December 31, 1998  
(Thousands of Dollars, except unit amounts)

	Fidelity Growth & Income Portfolio	Putnam Fund for Growth and Income	Fidelity Contrafund	Fidelity Low- Priced Stock Fund	PBHG Growth Fund	Putnam New Opportun- ities Fund	SoGen Internat- ional Fund, Inc.
<b>Assets:</b>							
Investments, at fair value:							
Beneficial interests in Bankers Trust							
Company Pyramid:							
Large Capitalization Equity Index Fund	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Russell 2000 Equity Index Fund	-	-	-	-	-	-	-
Daily Japanese Equity Index Fund	-	-	-	-	-	-	-
Daily Non Japanese Equity Index Fund	-	-	-	-	-	-	-
Government/Corporate Fixed Income Index Fund	-	-	-	-	-	-	-
Daily International Equity Index Fund	-	-	-	-	-	-	-
United Technologies Corporation Common Stock	-	-	-	-	-	-	-
Shares of respective registered investment companies	18,046	4,295	6,716	2,827	4,728	6,852	692
Investments, at contract value or cost:							
Beneficial interests in investment contracts, at contract value							
Participant loans, at cost	-	-	-	-	-	-	-
Temporary investments, at cost plus accrued interest	-	-	-	-	-	-	-
Total Investments	18,046	4,295	6,716	2,827	4,728	6,852	692
Plan receivables	6	2	2	1	2	3	-
Total Assets	18,052	4,297	6,718	2,828	4,730	6,855	692
<b>Liabilities:</b>							
Accrued expenses							
Loans payable, net	-	-	-	-	-	-	-
Total Liabilities	-	-	-	-	-	-	-
Net Assets Available for Benefits	\$ 18,052	\$ 4,297	\$ 6,718	\$ 2,828	\$ 4,730	\$ 6,855	\$ 692
Units of participation	393,808	209,398	118,302	123,782	185,188	115,906	30,038
Unit value	\$ 45.84	\$ 20.52	\$ 56.79	\$ 22.85	\$ 25.54	\$ 59.14	\$ 23.03

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Net Assets Available for Benefits With Fund Information (Continued)  
December 31, 1998  
(Thousands of Dollars, except unit amounts)

	Templeton Foreign Fund A	Templeton Developing Markets Trust A	Loan Fund	Total
<b>Assets:</b>				
Investments, at fair value:				
Beneficial interests in Bankers Trust				
Company Pyramid:				
Large Capitalization Equity Index Fund	\$ -	\$ -	\$ -	\$ 203,143
Russell 2000 Equity Index Fund	-	-	-	1,461
Daily Japanese Equity Index Fund	-	-	-	126
Daily Non Japanese Equity Index Fund	-	-	-	475
Government/Corporate Fixed Income Index Fund	-	-	-	2,351
Daily International Equity Index Fund	-	-	-	2,854
United Technologies Corporation Common Stock	-	-	-	57,990
Shares of respective registered investment companies	1,493	695	-	47,947
Investments, at contract value or cost:				
Beneficial interests in investment contracts, at contract value				
Participant loans, at cost	-	-	17,896	17,896
Temporary investments, at cost plus accrued interest	-	-	-	289
Total Investments	1,493	695	17,896	808,424
Plan receivables	1	-	-	1,172
Total Assets	1,494	695	17,896	809,596
<b>Liabilities:</b>				
Accrued expenses	-	-	-	148
Loans payable, net	-	-	-	-
Total Liabilities	-	-	-	148
Net Assets Available for Benefits	\$ 1,494	\$ 695	\$ 17,896	\$ 809,448
Units of participation	177,980	67,494	17,896,480	
Unit value	\$ 8.39	\$ 10.30	\$ 1.00	

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UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Net Assets Available for Benefits With Fund Information  
December 31, 1997  
(Thousands of Dollars, except unit amounts)

	Income Fund	Equity Fund	Small Company Stock Index Fund	International Equity Index Fund	Global Fund	UTC Common Stock Fund	INVESCO Total Return Fund
<b>Assets:</b>							
Investments, at fair value:							
Beneficial interests in Bankers Trust							
Company Pyramid:							
Large Capitalization Equity Index Fund	\$ -	\$ 163,490	\$ -	\$ -	\$ 2,830	\$ -	\$ -
Russell 2000 Equity Index Fund	-	-	1,836	-	-	-	-
Daily Japanese Equity Index Fund	-	-	-	104	-	-	-
Daily Non Japanese Equity Index Fund	-	-	-	313	-	-	-
Government/Corporate Fixed Income Index Fund	-	-	-	-	2,316	-	-
Daily International Equity Index Fund	-	-	-	-	2,716	-	-
United Technologies Corporation Common Stock	-	-	-	-	-	41,537	-
Shares of respective registered investment companies	-	-	-	-	-	-	1,074
Investments, at contract value or cost:							
Beneficial interests in investment							
contracts, at contract value	413,162	-	-	-	-	-	-
Participant loans, at cost	-	-	-	-	-	-	-
Temporary investments, at cost plus accrued interest	-	-	-	-	-	624	-
Total Investments	413,162	163,490	1,836	417	7,862	42,161	1,074
Plan receivables	616	195	4	2	17	172	3
Total Assets	413,778	163,685	1,840	419	7,879	42,333	1,077
<b>Liabilities:</b>							
Accrued expenses							
Loans payable, net	-	-	-	-	-	269	-
Total Liabilities	-	-	-	-	-	269	-
Net Assets Available for Benefits	\$ 413,778	\$ 163,685	\$ 1,840	\$ 419	\$ 7,879	\$ 42,064	\$ 1,077
Units of participation	6,706,298	7,787,073	152,037	39,785	3,310,348	3,482,194	37,006
Unit value	\$ 61.70	\$ 21.02	\$ 12.10	\$ 10.53	\$ 2.38	\$ 12.08	\$ 29.09

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Net Assets Available for Benefits With Fund Information (Continued)  
December 31, 1997  
(Thousands of Dollars, except unit amounts)

	Fidelity Growth & Income Portfolio	Putnam Fund for Growth and Income	Fidelity Contrafund	Fidelity Low- Priced Stock Fund	PBHG Growth Fund	Putnam New Opportunities Fund	SoGen International Fund, Inc.
<b>Assets:</b>							
Investments, at fair value:							
Beneficial interests in Bankers Trust							
Company Pyramid:							
Large Capitalization Equity Index Fund	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Russell 2000 Equity Index Fund	-	-	-	-	-	-	-
Daily Japanese Equity Index Fund	-	-	-	-	-	-	-
Daily Non Japanese Equity Index Fund	-	-	-	-	-	-	-
Government/Corporate Fixed Income Index Fund	-	-	-	-	-	-	-
Daily International Equity Index Fund	-	-	-	-	-	-	-
United Technologies Corporation Common Stock	-	-	-	-	-	-	-
Shares of respective registered investment companies	9,817	3,804	4,213	3,104	5,227	4,153	724
Investments, at contract value or cost:							
Beneficial interests in investment contracts, at contract value							
Participant loans, at cost	-	-	-	-	-	-	-
Temporary investments, at cost plus accrued interest	-	-	-	-	-	-	-
Total Investments	9,817	3,804	4,213	3,104	5,227	4,153	724
Plan receivables	24	9	11	7	15	13	2
Total Assets	9,841	3,813	4,224	3,111	5,242	4,166	726
<b>Liabilities:</b>							
Accrued expenses							
Loans payable, net	-	-	-	-	-	-	-
Total Liabilities	-	-	-	-	-	-	-
Net Assets Available for Benefits	\$ 9,841	\$ 3,813	\$ 4,224	\$ 3,111	\$ 5,242	\$ 4,166	\$ 726
Units of participation	258,277	194,964	90,579	123,791	206,464	84,824	28,567
Unit value	\$ 38.10	\$ 19.56	\$ 46.63	\$ 25.13	\$ 25.39	\$ 49.10	\$ 25.45

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Net Assets Available for Benefits With Fund Information (Continued)  
December 31, 1997  
(Thousands of Dollars, except unit amounts)

	Templeton Foreign Fund A	Templeton Developing Markets Trust A	Loan Fund	Total
Assets:				
Investments, at fair value:				
Beneficial interests in Bankers Trust				
Company Pyramid:				
Large Capitalization Equity Index Fund	\$ -	\$ -	\$ -	\$ 166,320
Russell 2000 Equity Index Fund	-	-	-	1,836
Daily Japanese Equity Index Fund	-	-	-	104
Daily Non Japanese Equity Index Fund	-	-	-	313
Government/Corporate Fixed Income Index Fund	-	-	-	2,316
Daily International Equity Index Fund	-	-	-	2,716
United Technologies Corporation Common Stock	-	-	-	41,537
Shares of respective registered investment companies	1,577	721	-	34,414
Investments, at contract value or cost:				
Beneficial interests in investment				
contracts, at contract value				
Participant loans, at cost	-	-	15,663	413,162
Temporary investments, at cost plus accrued interest	-	-	-	15,663
Total Investments	1,577	721	15,663	624
Plan receivables	5	2	-	679,005
Total Assets	1,582	723	15,663	680,102
Liabilities:				
Accrued expenses	-	-	-	269
Loans payable, net	-	-	-	-
Total Liabilities	-	-	-	269
Net Assets Available for Benefits	\$ 1,582	\$ 723	\$ 15,663	\$ 679,833
Units of participation	158,995	55,923	15,663,368	
Unit value	\$ 9.95	\$ 12.94	\$ 1.00	

The accompanying notes are an integral part of these financial statements.



UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Changes in Net Assets Available for Benefits With Fund Information  
Period Ended December 31, 1998  
(Thousands of Dollars)

	Income Fund	Equity Fund	Small Company Stock Index Fund	International Equity Index Fund	Global Fund	UTC Common Stock Fund	INVESCO Total Return Fund
Additions to net assets attributed to:							
Investment Income:							
Net appreciation / (depreciation) in fair value of investments	\$ -	\$ 44,803	\$ (13)	\$ 82	\$ 1,454	\$ 20,589	\$ 98
Interest	35,735	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	78
Total Investment Income	35,735	44,803	(13)	82	1,454	20,589	176
Contributions:							
Participants'	24,471	8,940	187	78	641	3,721	156
Employer's	7,387	2,200	39	17	185	901	37
Total Contributions	31,858	11,140	226	95	826	4,622	193
Repayments on loans	4,890	1,854	22	9	168	804	18
Deductions from net assets attributed to:							
Distributions to participants	23,128	7,718	69	10	327	1,916	62
Loans to participants	5,625	2,174	26	4	161	1,110	17
Administrative expenses	64	9	1	-	2	2	-
Total Deductions	28,817	9,901	96	14	490	3,028	79
Net increase / (decrease) prior to transfers	43,666	47,896	139	172	1,958	22,987	308
Inter-fund transfers	17,001	(11,132)	(517)	10	(1,745)	(6,227)	219
Net assets transferred out of Plan	(97)	(156)	-	-	(2)	(31)	-
Net increase / (decrease)	60,570	36,608	(378)	182	211	16,729	527
Net Assets Available for Benefits December 31, 1997	413,778	163,685	1,840	419	7,879	42,064	1,077
Net Assets Available for Benefits December 31, 1998	\$ 474,348	\$ 200,293	\$ 1,462	\$ 601	\$ 8,090	\$ 58,793	\$ 1,604

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Changes in Net Assets Available for Benefits With Fund Information (Continued)  
Period Ended December 31, 1998  
(Thousands of Dollars)

	Fidelity Growth & Income Portfolio	Putnam Fund for Growth and Income	Fidelity Contrafund	Fidelity Low- Priced Stock Fund	PBHG Growth Fund	Putnam New Opportun- ities Fund	SoGen Internat- ional Fund, Inc.
Additions to net assets attributed to:							
Investment Income:							
Net appreciation / (depreciation) in fair value of investments	\$ 2,595	\$ 166	\$ 918	\$ (285)	\$ 14	\$ 904	\$ (68)
Interest	-	-	-	-	-	-	-
Dividends	933	390	493	253	-	214	66
Total Investment Income	3,528	556	1,411	(32)	14	1,118	(2)
Contributions:							
Participants'	1,434	442	561	321	613	636	100
Employer's	338	107	135	76	140	144	26
Total Contributions	1,772	549	696	397	753	780	126
Repayments on loans	246	56	115	40	88	97	14
Deductions from net assets attributed to:							
Distributions to participants	408	91	143	152	177	237	19
Loans to participants	234	45	103	48	78	77	10
Administrative expenses	-	-	-	1	1	1	-
Total Deductions	642	136	246	201	256	315	29
Net increase / (decrease) prior to transfers	4,904	1,025	1,976	204	599	1,680	109
Inter-fund transfers	3,309	(540)	520	(486)	(1,110)	1,010	(143)
Net assets transferred out of Plan	(2)	(1)	(2)	(1)	(1)	(1)	-
Net increase / (decrease)	8,211	484	2,494	(283)	(512)	2,689	(34)
Net Assets Available for Benefits December 31, 1997	9,841	3,813	4,224	3,111	5,242	4,166	726
Net Assets Available for Benefits December 31, 1998	\$ 18,052	\$ 4,297	\$ 6,718	\$ 2,828	\$ 4,730	\$ 6,855	\$ 692

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE SAVINGS PLAN  
Statement of Changes in Net Assets Available for Benefits With Fund Information (Continued)  
Period Ended December 31, 1998  
(Thousands of Dollars)

	Templeton Foreign Fund A	Templeton Developing Markets Trust A	Loan Fund	Total
Additions to net assets attributed to:				
Investment Income:				
Net appreciation / (depreciation) in fair value of investments	\$ (261)	\$ (134)	-	\$ 70,862
Interest	-	-	1,414	37,149
Dividends	167	15	-	2,609
Total Investment Income	(94)	(119)	1,414	110,620
Contributions:				
Participants'	196	99	-	42,596
Employer's	47	23	-	11,802
Total Contributions	243	122	-	54,398
Repayments on loans	26	17	(8,464)	-
Deductions from net assets attributed to:				
Distributions to participants	84	20	467	35,028
Loans to participants	23	15	(9,750)	-
Administrative expenses	-	-	-	81
Total Deductions	107	35	(9,283)	35,109
Net increase / (decrease) prior to transfers	68	(15)	2,233	129,909
Inter-fund transfers	(156)	(13)	-	-
Net assets transferred out of Plan	-	-	-	(294)
Net increase / (decrease)	(88)	(28)	2,233	129,615
Net Assets Available for Benefits December 31, 1997	1,582	723	15,663	679,833
Net Assets Available for Benefits December 31, 1998	\$ 1,494	\$ 695	\$ 17,896	\$ 809,448

The accompanying notes are an integral part of these financial statements.

UNITED TECHNOLOGIES CORPORATION  
REPRESENTED EMPLOYEE SAVINGS PLAN

Notes to Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

General. The United Technologies Corporation (UTC) Represented Employee Savings Plan (the Plan) is a defined contribution savings plan administered by UTC. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Union represented employees of UTC, covered by collective bargaining agreements that provide for Plan participation, are eligible to participate in the Plan after completing at least one year of service. The following is a brief description of the Plan. For more complete information, participants should refer to the Plan document which is available from UTC.

Contributions and Vesting. All participants may elect, through payroll deductions, to make tax deferred contributions of between \$2 per week and the maximum amount permitted by the relevant collective bargaining agreement. Certain participants, depending on their collective bargaining agreement, may also make after-tax contributions. Participant contributions, plus actual earnings thereon, are fully vested at all times under the Plan. The employer will match 50 percent of the participant's contributions, up to specified limits. Generally, employer contributions, plus actual earnings thereon, become fully vested after two years of Plan participation.

Certain participants may also make limited tax-deferred or after-tax contributions to an individual medical account (IMA) or tax-deferred contributions for cost of living adjustments (COLA), where permitted. The employer will match 75 percent of the participant's IMA contribution. All contributions to an IMA will be invested 100 percent in the Income Fund and may not be withdrawn until retirement or termination.

Participant Accounts. Each participant's account is credited with the participant's contributions and allocations of (a) UTC's contributions based on a percentage of the participant's contribution and (b) Plan earnings based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Forfeited balances of terminated participants' nonvested amounts are used to reduce future UTC contributions. For the period ended December 31, 1998, approximately \$11,500 of forfeitures were used to fund UTC's contributions.

Trustee and Recordkeeper. All of the Plan's assets are held by Bankers Trust Company, the Plan Trustee. Fidelity Institutional Retirement Services Company performs participant account recordkeeping responsibilities.

Investment Options. Participants may elect to allocate their contributions in any whole percentage among the following funds. Participants are permitted to transfer their accounts between investment funds daily in any whole percentage or whole dollar amount. The investment funds are as follows:

- . The Income Fund invests in contracts issued by five insurance companies. See Note 3. In December of 1997, UTC approved a reverse unit split of the units of participation and the unit value of the Income Fund effective as of January 1, 1998. As a result, the units of participation and the unit value was decreased and increased, respectively, by a factor of ten. All units of participation and unit value amounts presented herein have been restated to reflect the reverse unit split.
- . The Equity Fund invests in a portfolio of common stocks replicating the Standard & Poor's Composite Index of 500 stocks (S&P 500).
- . The Small Company Stock Index Fund invests in a portfolio of common stocks replicating the Russell 2000 Index.
- . The International Equity Index Fund invests in the equities of a mix of stock markets outside the U.S.
- . The Global Fund invests in both U.S. and foreign investments to replicate the performance, in approximately equal portions, of three indices: the S&P 500, the EAFE Index (an international stock index of large companies in Europe, Australia and the Far East), and the Lehman Brothers Government/Corporate Index.
- . The UTC Common Stock Fund consists principally of 533,240 and 570,464 shares of UTC Common Stock at December 31, 1998 and 1997, respectively. See Note 6.
- . The INVESCO Total Return Fund, a registered investment company, principally invests in both equity and fixed or variable income securities to achieve a moderate total return from capital appreciation and current income.
- . The Fidelity Growth & Income Portfolio, a registered investment company, principally invests in U.S. and foreign equity securities that pay current dividends and show potential earnings growth.
- . The Putnam Fund for Growth and Income, a registered investment company, principally invests in equity securities of companies that pay regular dividends to shareowners.
- . The Fidelity Contrafund, a registered investment company, principally invests in equity securities of U.S. and foreign companies believed to be undervalued or out of favor.
- . The Fidelity Low-Priced Stock Fund, a registered investment company,

principally invests in equity securities of companies believed to be undervalued, overlooked or out of favor, which are generally priced at \$35 or less.

. The PBHG Growth Fund, a registered investment company, principally invests in equity securities of companies believed to have an outlook for strong earnings growth.

. The Putnam New Opportunities Fund, a registered investment company, principally invests in equity securities of companies in certain emerging industry groups.

. The SoGen International Fund, Inc., a registered investment company, invests in U.S. and foreign equity, fixed income and gold-related securities and cash.

. The Templeton Foreign Fund A (formerly the Templeton Foreign Fund I), a registered investment company, principally invests in equity securities of companies in developed and developing countries outside the U.S.

. The Templeton Developing Markets Trust A (formerly the Templeton Developing Markets Trust I), a registered investment company, principally invests in equity securities of companies in developing countries.

Participant loans. Certain participants with at least two years of Plan participation are allowed to borrow up to 50 percent of their vested account balances excluding IMA and COLA. Loan amounts can range from \$1,000 to \$50,000 and must be repaid within 5 years. The loans are secured by the balance in the participant's account and bear interest at Bankers Trust's prime rate plus one percent. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits. Generally, benefits are paid in a lump sum to terminating participants. Participants terminating due to retirement may elect to receive benefits in installments over two to twenty years. At the participant's election, the portion of a lump sum distribution attributable to the UTC Common Stock Fund may be paid in shares of UTC Common Stock instead of cash. Distributions in UTC Common Stock for the period ended December 31, 1998 were approximately \$70,800.

Other. Participants who transfer to a new UTC location with a different savings plan may have the option of transferring their account balances in accordance with the provisions of the new savings plan.

#### NOTE 2 - SUMMARY OF ACCOUNTING PRINCIPLES

Basis of Accounting. The financial statements of the Plan are prepared under the accrual method of accounting, except for benefits which are recorded when paid.

Master Trust. The Plan's assets are kept in a Master Trust maintained by the Trustee. Under the Master Trust agreement, the assets of certain employee savings plans of UTC and its subsidiaries are combined. Participating Plans purchase units of participation in the investment funds based on their contribution to such funds and the unit value of the applicable investment fund at the end of the trading day in which a transaction occurs. The unit value of each fund is determined at the close of each day by dividing the sum of uninvested cash, accrued income and the current value of investments by the total number of outstanding units in such funds. Income from the funds' investments increases the Plans' unit values. Distributions to participants reduce the number of participation units held by the Plans.

At December 31, 1998, the Plan's interest in the Master Trust comprised 40,075,357 units of the 522,172,913 total units of participation, or 7.68%. At December 31, 1997, the Plan's interest in the Master Trust comprised 38,380,493 units of the total 534,787,672 units of participation, or 7.18%.

Investment Valuation. The Income Fund's investment contracts are stated at contract value which represents contributions plus earnings, less Plan withdrawals. All other funds are stated at fair value, as determined by the Trustee, typically by reference to published market data.

Plan Expenses. Plan administrative expenses, including Trustee and recordkeeping fees, were paid directly by the employer in 1998. The employer also paid certain investment management fees for the Bankers Trust managed funds. All other administrative and investment expenses were paid out of Plan assets.

Use of Estimates. The preparation of financial statements requires UTC to make estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ from those estimates.

#### NOTE 3 - INVESTMENT CONTRACTS

Under these contracts, each insurance company guarantees repayment in full of the principal amount invested plus interest credited at a fixed rate for a specified period. Interest is credited to each contract based on an annual interest rate set each year by the individual insurance companies. This rate, which differs among contracts, takes into account any difference between prior year credited interest and the actual amount of investment earnings allocable to the contract in accordance with the established allocation procedures of the insurance company. The interest rates earned for 1998 and 1997 were 8.5% and 8.1%, respectively.

The following is a summary of the investment contracts held in the Income Fund and the portion allocable to the Plan:

(Thousand of Dollars)

	December 31, 1998	December 31, 1997
CIGNA	\$ 1,590,214	\$ 1,456,404
Aetna	471,765	437,582
Travelers	398,146	367,509
Prudential	252,192	231,133
Metropolitan Life	1,019,272	780,096
	\$ 3,731,589	\$ 3,272,724
Amount of the contracts allocable to the Plan	\$ 473,892	\$ 413,162

#### NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, UTC has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

#### NOTE 5 - TAX STATUS

The Internal Revenue Service has determined and informed UTC by letter dated February 8, 1996 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letters. However, the Plan administrator and tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

#### NOTE 6 - SUBSEQUENT EVENTS

On April 30, 1999, the Board of Directors of UTC declared a 2 for 1 stock split in the form of a stock dividend payable May 17, 1999 to shareowners of record at the close of business on May 7, 1999. The share amounts reflected herein do not reflect the stock split.

On May 4, 1999, UTC completed the sale of its UT Automotive Corporation (UTA) subsidiary to Lear Corporation. Plan participants include employees of UTA. UTA employees have the option to transfer their account balances or leave their investments in the Plan. These employees were permitted to continue making contributions to the Plan through May 31, 1999.

SIGNATURES

The Plan (or other persons who administer the employee benefit plan), pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED TECHNOLOGIES CORPORATION  
REPRESENTED EMPLOYEE SAVINGS PLAN

Dated: June 28, 1999

By: /s/ Daniel P. O'Connell  
Daniel P. O'Connell  
Corporate Director, Employee Benefits and Human  
Resources Systems  
United Technologies Corporation

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-26580) of United Technologies Corporation of our report dated June 28, 1999 appearing in the United Technologies Corporation Represented Employee Savings Plan's Annual Report on Form 11-K for the year ended December 31, 1998.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Hartford, Connecticut  
June 28, 1999