

UNITED TECHNOLOGIES CORP /DE/
Form 4
December 28, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hess David P

2. Issuer Name and Ticker or Trading Symbol
UNITED TECHNOLOGIES CORP /DE/ [UTX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., Aerospace Power Systems

UNITED TECHNOLOGIES CORPORATION, ONE FINANCIAL PLAZA
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

HARTFORD, CT 06101
(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/23/2004		S	2,300	D	\$ 105.71	33,100	D
Common Stock	12/23/2004		S	1,100	D	\$ 105.7	32,000	D
Common Stock	12/23/2004		S	6,800	D	\$ 105.69	25,200	D
Common Stock	12/23/2004		S	5,000	D	\$ 105.68	20,200	D
	12/23/2004		S	1,000	D		19,200	D

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Common Stock					\$	105.67		
Common Stock	12/23/2004	S	2,100	D	\$	105.66	17,100	D
Common Stock	12/23/2004	S	2,000	D	\$	105.65	15,100	D
Common Stock	12/23/2004	S	1,800	D	\$	105.64	13,300	D
Common Stock	12/23/2004	S	1,100	D	\$	105.63	12,200	D
Common Stock	12/23/2004	S	600	D	\$	105.62	11,600	D
Common Stock	12/23/2004	S	800	D	\$	105.61	10,800	D
Common Stock	12/23/2004	S	100	D	\$	105.6	10,700	D
Common Stock	12/23/2004	S	2,200	D	\$	105.59	8,500	D
Common Stock	12/23/2004	S	800	D	\$	105.58	7,700	D
Common Stock	12/23/2004	S	300	D	\$	105.55	7,400	D
Common Stock	12/23/2004	S	1,100	D	\$	105.52	6,300	D
Common Stock	12/23/2004	S	1,200	D	\$	105.5	5,100	D
Common Stock	12/23/2004	S	2,000	D	\$	105.49	3,100	D
Common Stock	12/23/2004	S	2,000	D	\$	105.46	1,100	D
Common Stock	12/23/2004	S	1,100	D	\$	105.42	0 ⁽¹⁾ ⁽²⁾	D

Common Stock						3,067.354	I	By Savings Plan Trustee
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hess David P
UNITED TECHNOLOGIES CORPORATION
ONE FINANCIAL PLAZA
HARTFORD, CT 06101

Pres., Aerospace Power Systems

Signatures

By: /s/ Charles F. Hildebrand as
Attorney-in-Fact

12/28/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) This Form 4 represents the second of two Form 4s to be filed today due to the sale of 50,000 shares of United Technologies Corporation common stock on December 23, 2004.
- (2) Time restricted shares of Common Stock. 5,000 shares will vest on 10/8/2006 and 5,000 shares will vest on 10/8/2008, provided that Mr. Hess is employed by UTC or an affiliate on those dates.

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