

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

UNITED TECHNOLOGIES CORPORATION
(Exact name of issuer as specified in its charter)

Delaware 06-0570975
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

One Financial Plaza, Hartford, Connecticut 06101
(Address of principal executive offices, including Zip Code)

UNITED TECHNOLOGIES CORPORATION
NONEMPLOYEE DIRECTOR STOCK OPTION PLAN
(Full title of the Plan)

WILLIAM H. TRACHSEL, Esq.
Secretary
One Financial Plaza
Hartford, Connecticut 06101
(860) 728-7000
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, Par value \$1.00 per share	300,000	\$146.688	\$44,006,250.00	\$12,233.74

- (1) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rule 457(h), on the average of the high and low prices reported on the New York Stock Exchange, Inc. on May 3, 1999.
- (2) Pursuant to Rule 416 the number of shares registered hereunder includes such additional number of shares of Common Stock and Rights as are required to prevent dilution resulting from stock splits, stock dividends or similar transactions affecting the Common Stock of the Registrant.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents are hereby incorporated by reference:

(1) the Annual Report on Form 10-K of United Technologies Corporation (the "Corporation") filed with the Securities and Exchange Commission (the "Commission") for the year ended December 31, 1998;

(2) all other reports filed by the Corporation with the Commission pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the period covered by the Annual Report on Form 10-K referred to in (1) above.

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

The securities registered hereby are shares of Common Stock, \$1.00 par value, of the Corporation, to be issued under the United Technologies Corporation Nonemployee Director Stock Option Plan (the "Plan").

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The financial statements incorporated by reference to the Annual Report on Form 10-K of the Corporation for the year ended December 31, 1998 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The legality of the securities offered pursuant to this Registration Statement has been passed on by Richard M. Kaplan, Esq. Mr. Kaplan, Associate General Counsel of the Corporation, is a shareowner of Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to Section 102 of the General Corporation Law of Delaware, the Corporation has adopted a provision in its Certificate of Incorporation eliminating the personal liability of its directors for monetary damages to the Corporation and its stockholders for any breach of their fiduciary duties as directors of the Corporation, except for their liability due to (1) breach of loyalty to the Corporation, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director derived an improper personal benefit or (4) any payment of unlawful dividends or an unlawful stock repurchase or redemption.

Section 145 of the Delaware General Corporation Law permits a Delaware corporation to indemnify any person who is or was a party to any actual or threatened legal action, whether criminal, civil, administrative or investigative because of his or her service as an officer, director or agent of the corporation against expenses, judgments, fines and settlement payments reasonably and actually incurred by him or her in connection with such proceeding, if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and,

with respect to any criminal action or proceeding, had no reasonable cause to believe was unlawful, except that, with respect to any legal action by or in the right of the corporation itself, an officer, director or agent of the corporation only is entitled to indemnification for expenses actually and reasonably incurred. Section 6.5 of the Corporation's Bylaws provides that the Corporation shall indemnify its officers, directors, employees, fiduciaries and agents (and their heirs and legal representatives) to the full extent permitted by Delaware law.

ITEM 8. EXHIBITS

See Exhibit Index

ITEM 9. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration

Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement:

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartford, and State of Connecticut, on this 3rd day of May, 1999.

UNITED TECHNOLOGIES CORPORATION

By s/David J. FitzPatrick
(David J. FitzPatrick, Senior Vice
President and Chief Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on this 3rd day of May 1999.

Signature	Title
GEORGE DAVID * (George David)	Chairman, Chief Executive Officer and Director
s/David J. Fitzpatrick DAVID J. FITZPATRICK	Senior Vice President and Chief Financial Officer
s/Jay L. Haberland JAY L. HABERLAND	Vice President - Controller
ANTONIA HANDLER CHAYES * (Antonia Handler Chayes)	Director

JEAN-PIERRE GARNIER *
(Jean-Pierre Garnier) Director

PEHR G. GYLLENHAMMAR *
(Pehr G. Gyllenhammar) Director

KARL J. KRAPEK *
(Karl J. Krapek) Director

CHARLES R. LEE *
(Charles R. Lee) Director

RICHARD D. McCORMICK *
(Richard D. McCormick) Director

WILLIAM J. PERRY *
(William J. Perry) Director

FRANK P. POPOFF *
(Frank P. Popoff) Director

ANDRE VILLENEUVE *
(Andre Villeneuve) Director

H. A. WAGNER *
(H. A. Wagner) Director

* By s/William H. Trachsel
WILLIAM H. TRACHSEL, AS ATTORNEY-IN-FACT
FOR THE DIRECTORS AND OFFICERS AFTER
WHOSE NAMES APPEARS AN ASTERISK

EXHIBIT INDEX

- 5 -- Opinion of Counsel as to the legality of the securities
- 23(a) -- Consent of PricewaterhouseCoopers, LLP
- 23(b) -- The consent of counsel is contained in Exhibit 5
- 24 -- Powers of Attorney

May 5, 1999

The Board of Directors
United Technologies Corporation
One Financial Plaza
Hartford, CT 06101

Re: S-8 Registration Statement for the UTC
Nonemployee Director Stock Option Plan

Ladies and Gentlemen:

This opinion is furnished in connection with the proposed filing with the Securities and Exchange Commission on or about May 5, 1999, of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, in connection with the offering of 300,000 shares of Common Stock, par value \$1 per share (the "Shares") to be issued under the Corporation's Nonemployee Director Stock Option Plan (the "Plan").

I have acted as Counsel to the Corporation in connection with certain matters relating to the Plan. I am familiar with the Corporate proceedings relating thereto and have examined such documents and considered such matters of law as I have deemed necessary in giving this opinion.

It is my opinion that all Shares to be offered and sold pursuant to the Plan that will be original issue Shares have been duly authorized, and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable. I hereby consent to the filing of this opinion as an Exhibit to the aforementioned Registration Statement.

Very truly yours,

s/Richard M. Kaplan
Richard M. Kaplan
Associate General Counsel

RMK/pr

POWER OF ATTORNEY

The undersigned director of UNITED TECHNOLOGIES CORPORATION, a Delaware Corporation (the "Corporation"), hereby constitutes and appoints WILLIAM H. TRACHSEL, DAVID J. FITZPATRICK, GILLES RENAUD and JAY L. HABERLAND, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all registration statements under the Securities Act of 1933, as amended, and any and all amendments and post-effective amendments thereto, supplements to any related prospectus and any and all instruments and documents filed as part of or in connection with the said registration statements or amendments thereto or supplements or amendments to any such prospectus, with respect to the offering of the Corporation's common stock, \$1.00 par value, by the Corporation:

- (i) in connection with the merger of a subsidiary of the Corporation with the Sundstrand Corporation;
- (ii) in connection with the substitution of shares of the Corporation's common stock for shares of common stock of Sundstrand Corporation under the terms of the merger agreement with respect to the following plans of Sundstrand: The Sundstrand Corporation Director Compensation Plan; The Sundstrand Corporation Management Stock Performance Plan; The Sundstrand Corporation Nonemployee Director Stock Option Plan; The Sundstrand Corporation Stock Incentive Plan; The 1989 Restricted Stock Plan; The Sundstrand Corporation Employee Savings and Rockford Factory Employee Savings Plans; and
- (iii) pursuant to the terms of the United Technologies Corporation Nonemployee Director Stock Option Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the registration of 300,000 shares of common stock to be offered under the Plan;

and, in the case of each such registration statement, to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

S/Antonia Handler Chayes
Antonia Handler Chayes

Date: April 30, 1999

POWER OF ATTORNEY

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S/George David
George David

Date: April 30, 1999

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S/Jean-Pierre Garnier
Jean-Pierre Garnier

Date: April 30, 1999

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S/Pehr G. Gyllenhammar
Pehr G. Gyllenhammar

Date: April 30, 1999

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S/Karl J. Krapek
Karl J. Krapek

Date: April 30, 1999

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S/Charles R. Lee
Charles R. Lee

Date: April 30, 1999

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S/Richard D. McCormick
Richard D. McCormick

Date: April 30, 1999

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S/William J. Perry
William J. Perry

Date: April 30, 1999

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S/Harold A. Wagner
Harold A. Wagner

Date: April 30, 1999

POWER OF ATTORNEY

The undersigned director of UNITED TECHNOLOGIES CORPORATION, a Delaware Corporation (the "Corporation"), hereby constitutes and appoints WILLIAM H. TRACHSEL, DAVID J. FITZPATRICK, GILLES RENAUD and JAY L. HABERLAND, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all registration statements under the Securities Act of 1933, as amended, and any and all amendments and post-effective amendments thereto, supplements to any related prospectus and any and all instruments and documents filed as part of or in connection with the said registration statements or amendments thereto or supplements or amendments to any such prospectus, with respect to the offering of the Corporation's common stock, \$1.00 par value, by the Corporation:

- (i) in connection with the merger of a subsidiary of the Corporation with the Sundstrand Corporation;
- (ii) in connection with the substitution of shares of the Corporation's common stock for shares of common stock of Sundstrand Corporation under the terms of the merger agreement with respect to the following plans of Sundstrand: The Sundstrand Corporation Director Compensation Plan; The Sundstrand Corporation Management Stock Performance Plan; The Sundstrand Corporation Nonemployee Director Stock Option Plan; The Sundstrand Corporation Stock Incentive Plan; The 1989 Restricted Stock Plan; The Sundstrand Corporation Employee Savings and Rockford Factory Employee Savings Plans; and
- (iii) pursuant to the terms of the United Technologies Corporation Nonemployee Director Stock Option Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the registration of 300,000 shares of common stock to be offered under the Plan;

and, in the case of each such registration statement, to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

S/Frank P. Popoff
Frank P. Popoff

Date: April 30, 1999

POWER OF ATTORNEY

The undersigned director of UNITED TECHNOLOGIES CORPORATION, a Delaware Corporation (the "Corporation"), hereby constitutes and appoints WILLIAM H. TRACHSEL, DAVID J. FITZPATRICK, GILLES RENAUD and JAY L. HABERLAND, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all registration statements under the Securities Act of 1933, as amended, and any and all amendments and post-effective amendments thereto, supplements to any related prospectus and any and all instruments and documents filed as part of or in connection with the said registration statements or amendments thereto or supplements or amendments to any such prospectus, with respect to the offering of the Corporation's common stock, \$1.00 par value, by the Corporation:

- (i) in connection with the merger of a subsidiary of the Corporation with the Sundstrand Corporation;
- (ii) in connection with the substitution of shares of the Corporation's common stock for shares of common stock of Sundstrand Corporation under the terms of the merger agreement with respect to the following plans of Sundstrand: The Sundstrand Corporation Director Compensation Plan; The Sundstrand Corporation Management Stock Performance Plan; The Sundstrand Corporation Nonemployee Director Stock Option Plan; The Sundstrand Corporation Stock Incentive Plan; The 1989 Restricted Stock Plan; The Sundstrand Corporation Employee Savings and Rockford Factory Employee Savings Plans; and
- (iii) pursuant to the terms of the United Technologies Corporation Nonemployee Director Stock Option Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the registration of 300,000 shares of common stock to be offered under the Plan;

and, in the case of each such registration statement, to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

S/Andre Villeneuve
Andre Villeneuve

Date: April 30, 1999

Exhibit 23(a)

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 for the United Technologies Corporation Nonemployee Director Stock Option Plan of our report dated January 21, 1999, which appears on Page 10 of the 1998 Annual Report to Shareowners of United Technologies Corporation, which is incorporated by reference in United Technologies Corporation's Annual Report on Form 10-K for the year ended December 31, 1998. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears on page S-I of such Annual Report on Form 10-K. We also consent to the reference to us under the heading "Interests of Named Experts and Counsel" in the Form S-8.

PricewaterhouseCoopers LLP
Hartford, Connecticut
May 5, 1999