

**UNITED TECHNOLOGIES CORPORATION
AND SUBSIDIARIES**

**FORM 10-Q/A
(Amendment No. 1)**

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-812

UNITED TECHNOLOGIES CORPORATION

DELAWARE

06-0570975

One Financial Plaza, Hartford, Connecticut 06103

(860) 728-7000

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes . No .

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes . No .

At March 31, 2004 there were 513,953,900 shares of Common Stock outstanding.

United Technologies Corporation
Form 10-Q/A
INDEX

PART II. **OTHER INFORMATION**

Item 6: Exhibits and Reports on Form 8-K

SIGNATURES

EXPLANATORY NOTE

This Amendment to United Technologies Corporation's report on Form 10-Q for the quarter ended March 31, 2004 is being filed solely to correct a typographical error in the date in the second paragraph of the Section 1350 Certification included as Exhibit 32 to that report. This amendment does not update any other information set forth in the original filing of the Corporation's report on Form 10-Q for the quarter ended March 31, 2004.

In accordance with Rule 12b-15 of the Exchange Act, this Amendment No. 1 sets forth the complete text of Item 6 of Part II of the Corporation's Form 10-Q for the quarter ended March 31, 2004, as amended, and also includes new Rule 13a-14(a)/15d-14(a) certifications as Exhibits 31.1, 31.2 and 31.3.

Part II – Other Information

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

- (10) Amendment 6 to the United Technologies Corporation Nonemployee Director Stock Option Plan. *
- (12) Statement re: computation of ratio of earnings to fixed charges. *
- (15) Letter re: unaudited interim financial information. *
- (31.1) Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. **
- (31.2) Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer. **
- (31.3) Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer. **
- (32) Section 1350 Certification. **

(b) Reports on Form 8-K

On January 20, 2004, the Corporation filed a report on Form 8-K, furnishing under Item 12, a press release dated January 20, 2004 announcing its fourth quarter results. On January 20, 2004, the Corporation filed an amendment (on Form 8-K/A) to its January 20, 2004 report on Form 8-K for the purpose of correcting certain minor typographical errors in the press release attached to such report. (Neither the original press release filed on Form 8-K nor the corrected press release filed on Form 8-K/A is incorporated by reference herein or deemed "filed" within the meaning of Section 18 of the Securities Act.) On February 3, 2004, the Corporation filed a report on Form 8-K, reporting under Item 5, a press release announcing that two vice presidents were designated to assume the duties of Stephen F. Page as Chief Financial Officer following his retirement on April 14, 2004.

* Previously filed as part of United Technologies Corporation's Form 10-Q for the quarter ended March 31, 2004.

** Submitted electronically herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UNITED TECHNOLOGIES CORPORATION

Dated: May 20, 2004

By: /s/ WILLIAM H. TRACHSEL

William H. Trachsel
Senior Vice President and General Counsel

CERTIFICATION

I, George David, certify that:

1. I have reviewed this amendment to the Form 10-Q of United Technologies Corporation for the quarter ended March 31, 2004;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2004

/s/ GEORGE DAVID

George David
Chairman and Chief Executive Officer

CERTIFICATION

I, James E. Geisler, certify that:

1. I have reviewed this amendment to the Form 10-Q of United Technologies Corporation for the quarter ended March 31, 2004;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2004

/s/ JAMES E. GEISLER

James E. Geisler
Vice President, Finance

CERTIFICATION

I, Gregory J. Hayes, certify that:

1. I have reviewed the amendment to the Form 10-Q of United Technologies Corporation for the quarter ended March 31, 2004;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2004

/s/ GREGORY J. HAYES

Gregory J. Hayes
Vice President, Accounting and Control; Controller

Section 1350 Certifications
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of United Technologies Corporation, a Delaware corporation (the "Corporation"), does hereby certify that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 (the "Form 10-Q") of the Corporation fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: May 4, 2004

/s/ GEORGE DAVID

George David
Chairman and Chief Executive Officer

Date: May 4, 2004

/s/ JAMES E. GEISLER

James E. Geisler
Vice President, Finance

Date: May 4, 2004

/s/ GREGORY J. HAYES

Gregory J. Hayes
Vice President, Accounting and Control; Controller