SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DARNIS GERAUD	**UNITED TECHNOLOGIES CORP /DE/** [**UTX**]	Director 10% Owner X Officer (give title below) Other (specify below) **Pres. & CEO, UTC Climate, Cont**
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2012	
ONE FINANCIAL PLAZA (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
HARTFORD **CT** **06101**		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2012		M		30,000	A	$31.705	111,701.3696	D	
Common Stock	02/03/2012		S		0.3696	D	$81.17	111,700.9999	D	
Common Stock	02/03/2012		S		30,000	D	$80.89	81,700.9999	D	
Common Stock	02/06/2012		A		16,728[1]	A	$80.57	98,428.9999	D	
Common Stock	02/06/2012		F		7,229	D	$80.57	91,199.9999	D	
Common Stock (Career Restricted)								4,224	D	
Common Stock								9,699	I	By Savings Plan Trustee
Common Stock								27,124	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	$31.705	02/03/2012		M			30,000	01/02/2006	01/01/2013	Common Stock	30,000	$0.0000	0.0000	D	

Explanation of Responses:

1. The acquisition of shares of UTC common stock represents the vesting of performance share units (PSUs) previously awarded on January 2, 2009 to the reporting person under the UTC 2005 Long-Term Incentive Plan. Each PSU has a value equal to one share of UTC common stock. The PSUs vested solely upon achievement of pre-established performance targets for UTC's earnings per share and total shareholder return over a three-year performance period.

/s/ Charles F. Hildebrand as Attorney-in-Fact	02/07/2012
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

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 Number.