

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-3  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933****UNITED TECHNOLOGIES CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)06-0570975  
(I.R.S. Employer  
Identification No.)One Financial Plaza  
Hartford, Connecticut 06103  
(860) 728-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William H. Trachsel, Esq.  
*Senior Vice President and General Counsel*  
United Technologies Corporation  
One Financial Plaza  
Hartford, Connecticut 06103  
(860) 728-7800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**David Lopez, Esq.  
Sandra L. Flow, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000David B. Harms, Esq.  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
(212) 558-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities being offered only in connection with dividend or interest reinvestment plans, check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-118810, 333-60276If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. **CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Debt Securities, Debt Warrants, Currency Warrants, Stock-Index Warrants and Common Stock	\$400,000,000(3)	100%(2)	\$400,000,000	\$ 47,080

(1) In United States dollars or the equivalent thereof in any other currency, currency unit or units, or composite currency or currencies at the dates of issuance.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o).

(3) Such amount represents the issue price of any Debt Securities, Debt Warrants, Currency Warrants, Stock-Index Warrants and Common Stock, and the exercise price of any Debt Securities issuable upon the exercise of Debt Warrants. Debt Warrants, Currency Warrants, Stock-Index Warrants and Common Stock may be sold separately or with Debt Securities or other Debt Warrants, Currency Warrants and Stock-Index Warrants. It is not practicable to determine the number of Debt Warrants, Currency Warrants and Stock-Index Warrants and the proposed maximum offering prices thereof at this time.

The contents of the registrant's Registration Statements on Form S-3 (File Nos. 333-118810 and 333-60276) declared effective on September 13, 2004 and May 11, 2001, respectively, by the Securities and Exchange Commission, including each of the documents filed by the registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are hereby incorporated by reference into this Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended.

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## EXHIBITS

The following documents are filed as exhibits to this Registration Statement.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
5	Opinion of Cleary Gottlieb Steen & Hamilton LLP as to the validity of the Securities.
23(a)	Consent of PricewaterhouseCoopers LLP.
23(b)	Consent of Cleary Gottlieb Steen & Hamilton LLP (contained in their opinion filed as Exhibit 5 to this Registration Statement).
24	Powers of Attorney (filed as Exhibit 24 to Registration Statement No. 333-118810 and Registration Statement No. 333-60276).



Signatures

Title

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\_\_\_\_\_  
\_\_\_\_\_

Director

(Harold W. McGraw III)

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\_\_\_\_\_  
\_\_\_\_\_

Director

(Frank P. Popoff)

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\_\_\_\_\_  
\_\_\_\_\_

Director

(H. Patrick Swygert)

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Director

(André Villeneuve)

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Director

(H. A. Wagner)

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\_\_\_\_\_

Director

(Christine Todd Whitman)

/s/ WILLIAM H. TRACHSEL

\*By:

\_\_\_\_\_

(Attorney-in-Fact)

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April 25, 2005

United Technologies Corporation  
One Financial Plaza  
Hartford, Connecticut 06103

Ladies and Gentlemen:

We have acted as special counsel to United Technologies Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of the Company's registration statement on Form S-3 filed pursuant to Rule 462(b) under the Securities Act (the "Rule 462(b) Registration Statement") relating to the offering from time to time, together or separately and in one or more series (if applicable), of (i) unsubordinated debt securities (which may be convertible into shares of the Company's common stock, par value \$1.00 per share (the "Common Stock")) (the "Debt Securities"), (ii) warrants to purchase Debt Securities (the "Debt Warrants"), (iii) warrants, the value of which is related to the value of various currencies (the "Currency Warrants"), (iv) warrants, the value of which is related to various stock or other indices (the "Stock-Index Warrants") and (v) Common Stock. The Debt Warrants, Currency Warrants and Stock-Index Warrants are referred to herein collectively as the "Warrant Securities," and the Debt Securities, the Warrant Securities and the Common Stock are referred to herein collectively as the "Offered Securities." The Offered Securities being registered under the Rule 462(b) Registration Statement, together with securities registered under previously filed registration statements (Registration Nos. 333-118810 and 333-60276, together with the Rule 462(b) Registration Statement, the "Registration Statements"), will have an aggregate initial offering price of up to \$2,400,000,000 or the equivalent thereof in foreign currencies or composite currencies and will be offered on a continuous or delayed basis pursuant to the provisions of Rule 415 under the Securities Act.

The Debt Securities are to be issued under an amended and restated indenture dated as of May 1, 2001 (the "Indenture") between the Company and The Bank of New York

Trust Company, N.A., as trustee (the "Trustee"). The Debt Warrants are to be issued from time to time under one or more debt warrant agreements (each a "Debt Warrant Agreement"), the Currency Warrants are to be issued from time to time under one or more currency warrant agreements (each a "Currency Warrant Agreement") and the Stock-Index Warrants are to be issued from time to time under one or more stock-index warrant agreements (each a "Stock-Index Warrant Agreement" and, together with the Debt Warrant Agreements and the Currency Warrant Agreements, the "Warrant Agreements"), each to be entered into by the Company and one or more institutions, as warrant agents (each a "Warrant Agent"), each as identified in the applicable Warrant Agreement.

We have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below. In rendering the opinions expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

With regard to the Indenture, we draw your attention to the fact that the Trust Indenture Reform Act of 1990 (the "Trust Indenture Reform Act") became law on November 15, 1990. The Trust Indenture Reform Act provides, among other things, that outstanding indentures such as the Indenture shall be deemed to be amended and certain provisions thereof superseded. Our opinions are given on the basis that the Indenture has been so amended and certain of its provisions so superseded, as contemplated by the Trust Indenture Reform Act, and the term "Indenture," as hereinafter used, shall mean the Indenture as so amended and superseded.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that:

1. The Company is validly existing as a corporation in good standing under the laws of the State of Delaware.

2. The execution and delivery of the Indenture have been duly authorized by all necessary corporate action of the Company, and the Indenture has been duly executed and delivered by the Company, and qualified under the Trust Indenture Act of 1939, as amended, and is a valid, binding and enforceable agreement of the Company.

3. The execution and delivery of the Debt Securities to be issued under the Indenture have been duly authorized by all necessary corporate action of the Company, and the Debt Securities will be the valid, binding and enforceable obligations of the Company, entitled to the benefits of the Indenture.

4. The execution and delivery of the Warrant Securities have been duly authorized by all necessary corporate action of the Company, and the Warrant Securities will be the valid, binding and enforceable obligations of the Company.



5. The execution and delivery of the Warrant Agreements have been duly authorized by all necessary corporate action of the Company, and the Warrant Agreements will constitute valid, binding and enforceable obligations of the Company.

6. The Common Stock has been duly authorized by all necessary corporate action of the Company and will be validly issued, fully paid and nonassessable.

7. The holders of outstanding shares of capital stock of the Company are not entitled to any preemptive rights under the Certificate of Incorporation or By-Laws of the Company or the law of the State of Delaware to subscribe for the Offered Securities or the shares of Common Stock that may be issuable upon the conversion thereof.

Insofar as the foregoing opinions relate to the valid existence and good standing of the Company, they are based solely on a certificate of good standing received from the Secretary of State of the State of Delaware. Insofar as the foregoing opinions relate to the validity, binding effect or enforceability of any agreement or obligation of the Company, (a) we have assumed that the Company and each other party to such agreement or obligation has satisfied or, prior to issuance of the Offered Securities, will satisfy those legal requirements that are applicable to it to the extent necessary to make such agreement or obligation enforceable against it (except that no such assumption is made as to the Company regarding matters of the federal law of the United States of America, the law of the State of New York or the General Corporation Law of the State of Delaware that in our experience normally would be applicable to general business entities with respect to such agreement or obligation) and (b) such opinions are subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and to general principles of equity.

In rendering the opinion expressed in paragraph 3 above, we have assumed that each series of Debt Securities will be issued with an original aggregate principal amount (or in the case of Debt Securities issued at original issue discount, an aggregate issue price) of \$2,500,000 or more.

In rendering the opinions expressed in numbered paragraphs 3, 4, 5 and 6 above, we have further assumed that (i) all Offered Securities will be issued and sold in compliance with applicable law; (ii) the Offered Securities will be sold and delivered to, and paid for by, the purchasers at the price and in accordance with the terms of an agreement or agreements duly authorized and validly executed and delivered by the parties thereto; (iii) the Company will authorize the offering and issuance of the Offered Securities and will authorize, approve and establish the final terms and conditions thereof and of any applicable Warrant Agreement and will take any other appropriate additional corporate action; and (iv) certificates, if required, representing the Offered Securities will be duly executed and delivered and, to the extent required by the applicable Indenture or Warrant Agreement, duly authenticated and countersigned.

We note that by statute the law of the State of New York provides that a judgment or decree rendered in a currency other than the currency of the United States shall be converted into U.S. dollars at a rate of exchange prevailing on the date of entry of the judgment or decree. There is no corresponding federal statute and no controlling federal court decision on this issue.



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 10, 2005 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in the 2004 Annual Report to Shareholders, which is incorporated by reference in United Technologies Corporation's Annual Report on Form 10-K for the year ended December 31, 2004. We also consent to the incorporation by reference of our report dated February 10, 2005 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Hartford, Connecticut  
April 25, 2005