FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C.
20549

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

For the quarterly period ended March 31, 1997

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 06101

(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 X . No .

At March 31, 1997 there were 236,888,815 shares of Common Stock outstanding.

UNITED TECHNOLOGIES CORPORATION
AND SUBSIDIARIES

CONTENTS OF QUARTERLY REPORT ON FORM 10-Q

Quarter Ended March 31, 1997

UNITED TECHNOLOGIES CORPORATION
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CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

In Millions of Dollars (except per share amounts)	Quarter Ended March 31, 1997	Quarter Ended March 31, 1996
Revenues:		
Product sales	$ 4,645	$ 4,159
Service sales	1,241	1,189
Financing revenues and other income, net	48	44
	5,934	5,392
Costs and expenses:		
Cost of products sold	3,760	3,379
Cost of services sold	776	729
Research and development	271	250
Selling, general and administrative	702	683
Interest	48	58
	5,557	5,099
Income before income taxes and minority interests	377	293
Income taxes	124	99
Minority interests	29	30
Net Income	$ 224	$ 164
Earnings per share of common stock and common stock equivalents	$ .86	$ .62
Dividends per share of common stock	$ .31	$ .275
Average common and equivalent shares outstanding (in thousands)	259,438	262,596

See Accompanying Notes to Condensed Consolidated Financial Statements

UNITED TECHNOLOGIES CORPORATION
AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEET

In Millions of Dollars	March 31, 1997 (Unaudited)	December 31, 1996
Assets		
Cash and cash equivalents	$ 1,265	$ 1,127
Accounts receivable, net	3,532	3,717
Inventories and contracts in progress, net	3,565	3,342
Future income tax benefits	979	946
Other current assets	416	479
Total Current Assets	9,757	9,611
Fixed assets	10,595	10,661
Less - accumulated depreciation	(6,340)	(6,290)
	4,255	4,371
Other assets	2,677	2,763
Total Assets	$ 16,689	$ 16,745
Liabilities and Shareowners' Equity		
Short-term borrowings	$ 257	$ 251
Accounts payable	2,022	2,186
Accrued liabilities	5,096	4,856
Long-term debt currently due	90	97
Total Current Liabilities	7,465	7,390
Long-term debt	1,398	1,437
Future pension and postretirement benefit obligations	1,240	1,247
Other long-term liabilities	1,908	1,931
Series A ESOP Convertible Preferred Stock	878	880
ESOP deferred compensation	(439)	(446)
	439	434
Shareowners' Equity:		
Common Stock	2,383	2,345
Treasury Stock	(1,770)	(1,626)
Retained earnings	3,973	3,849
Currency translation and pension liability adjustments	(347)	(262)
	4,239	4,306
Total Liabilities and Shareowners' Equity	$ 16,689	$ 16,745

See Accompanying Notes to Condensed Consolidated Financial Statements

UNITED TECHNOLOGIES CORPORATION
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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

In Millions of Dollars	Quarter Ended March 31, 1997	1996
Cash flows from operating activities:		
Net income	$ 224	$ 164
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	211	209
Change in:		
Accounts receivable	209	193
Inventories and contracts in progress	(193)	(316)
Accounts payable and accrued liabilities	42	(89)
Other, net	16	172
Net Cash Flows from Operating Activities	509	333
Cash flows from investing activities:		
Capital expenditures	(161)	(129)
Acquisitions of business units	(46)	(26)
Dispositions of business units	26	30
Decrease in customer financing assets, net	28	102
Other, net	43	16
Net Cash Flows from Investing Activities	(110)	(7)
Cash flows from financing activities:		
Repayments of long-term debt	(34)	(20)
Increase/(decrease) in short-term borrowings, net	(6)	2
Dividends paid on Common Stock	(74)	(67)
Common Stock repurchase	(145)	(62)
Other, net	19	11
Net Cash Flows from Financing Activities	(240)	(136)
Effect of foreign exchange rate changes on Cash and cash equivalents	(21)	(2)
Net increase in cash and cash equivalents	138	188
Cash and cash equivalents, beginning of year	1,127	900
Cash and cash equivalents, end of period	$ 1,265	$ 1,088

See Accompanying Notes to Condensed Consolidated Financial Statements

UNITED TECHNOLOGIES CORPORATION
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The condensed consolidated financial statements at March 31, 1997 and for the quarters ended March 31, 1997 and 1996 are unaudited, but in the opinion of the Corporation include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods.

Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

Beginning January 1, 1997, international operating subsidiaries which had generally been included in the Condensed Consolidated Financial Statements based on fiscal years ending November 30, are now included based on fiscal years ending December 31. The change, which primarily affected the commercial and industrial businesses, was made to present the results of these operations on a more timely basis. December 1996 results from these international subsidiaries, which were not significant, are included in retained earnings. As a result of this change, the pattern of 1997 quarterly results will differ from the past due in part to seasonality in some business segments. If this change had been made effective January 1, 1996, the estimated impact would have been an increase in 1996 first quarter earnings per share of $.10, with no significant impact on the full year.

In February of 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings Per Share." The Corporation will adopt this standard, as required, at the end of this year. Had this standard been adopted in the first quarter of 1997, the Corporation would have reported basic earnings per share of $.91.

Contingent Liabilities

While there has been no significant change in the Corporation's material contingencies during 1997, the matters previously described in Note 14 of the Notes to Consolidated Financial Statements in the Corporation's Annual Report on Form 10-K for calendar year 1996 are summarized below.

Environmental

The Corporation's operations are subject to environmental regulation by federal, state, and local authorities in the United States and regulatory authorities with jurisdiction over its foreign operations.

It is the Corporation's policy to accrue, in accordance with AICPA Statement of Position 96-1, environmental investigatory and remediation costs when it is probable that a liability has been incurred by the Corporation for known sites and the amount of loss can be reasonably estimated. Where no amount within a range of estimates is more likely, the minimum is accrued. Otherwise, the most likely cost to be incurred is accrued. The measurement of the liability is based on an evaluation of currently available facts with respect to each individual site and takes into account factors such as existing technology, presently enacted laws and regulations, and prior experience in remediation of contaminated sites.

Where the Corporation is not the only party responsible for the remediation of a site, the Corporation considers its likely proportionate share of the anticipated remediation expense in establishing a provision for those costs.

Included within the sites known to the Corporation are those sites at which the Corporation has been identified as a potentially responsible party under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA" or Superfund). Under the provisions of this statute, the Corporation may be held liable for all costs of environmental remediation without regard to the legality of the Corporation's actions resulting in the contamination. In estimating its liability for remediation, the Corporation considers its likely proportionate share of the anticipated remediation expense and the ability of the other potentially responsible parties to fulfill their obligations.

Some of the Corporation's liabilities, including certain Superfund liabilities, relate to facilities that were acquired by the Corporation with indemnities from the sellers or former owners. In estimating the potential liability at these sites, the Corporation has considered the indemnification separately from the liability.

The Corporation has had liability and property insurance in force over its history with a number of insurance companies, and the Corporation has commenced litigation seeking indemnity and defense under these insurance policies in relation to its environmental liabilities. Settlements to date, which have not been material, have been recorded upon receipt. While the litigation against the Corporation's historic liability insurers has concluded, it is expected that the case against the Corporation's property insurers will last several years. Environmental liabilities are not reduced by potential insurance reimbursements.

U.S. Government

The Corporation is now and believes that, in light of the current government contracting environment, it will be the subject of one or more government investigations. If the Corporation or one of its business units were charged with wrongdoing as a result of any of these investigations, the Corporation or one of its business units could be suspended from bidding on or receiving awards of new government contracts pending the completion of legal proceedings. If convicted or found liable, the Corporation could be fined and debarred from new government contracting for a period generally not to exceed three years. Any contracts found to be tainted by fraud could be voided by the Government.

The Corporation's contracts with the U.S. Government are also subject to audits. Like many defense contractors, the Corporation has received audit reports which recommend that certain contract prices should be reduced to comply with various government regulations. Some of these audit reports involve substantial amounts. The Corporation has made voluntary refunds in those cases it believes appropriate.

Other

The Corporation extends performance and operating cost guarantees, which are beyond its normal warranty and service policies, for extended periods on some of its products, particularly commercial aircraft engines. Liability under such guarantees is contingent upon future product performance and durability. The Corporation has accrued its estimated liability that may result under these guarantees.

The Corporation also has other commitments and contingent liabilities related to legal proceedings and matters arising out of the normal course of business.

The Corporation has accrued its liability for environmental investigation and remediation, performance guarantees, product liability, and other litigation and claims based on management's estimate of the probable outcome of these matters.

While it is possible that the outcome of these matters may differ from the recorded liability, management believes that resolution of these matters will not have a material adverse effect upon either results of operations, cash flows, or financial position of the Corporation.

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With respect to the unaudited condensed consolidated financial information of United Technologies Corporation for the quarters ended March 31, 1997 and 1996, Price Waterhouse LLP ("Price Waterhouse") reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated April 23, 1997 appearing below, states that they did not audit and they do not express an opinion on that unaudited condensed consolidated financial information. Price Waterhouse has not carried out any significant or additional audit tests beyond those which would have been necessary if their report had not been included. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Price Waterhouse is not subject to the liability provisions of section 11 of the Securities Act of 1933 ("the Act") for their report on the unaudited condensed consolidated financial information because that report is not a "report" or a "part" of the registration statement prepared or certified by Price Waterhouse within the meaning of sections 7 and 11 of the Act.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors of
United Technologies Corporation

We have reviewed the accompanying condensed consolidated statement of operations of United Technologies Corporation and consolidated subsidiaries for the quarters ended March 31, 1997 and 1996, the condensed consolidated statement of cash flows for the quarters ended March 31, 1997 and 1996, and the condensed consolidated balance sheet as of March 31, 1997. This financial information is the responsibility of the company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial information for it to be in conformity with generally accepted accounting principles.

We previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet as of December 31, 1996, and the related consolidated statements of operations and cash flows for the year then ended (not presented herein), and in our report dated January 23, 1997, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 1996, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

Price Waterhouse LLP
Hartford, Connecticut
April 23, 1997

UNITED TECHNOLOGIES CORPORATION
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MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

BUSINESS ENVIRONMENT

The Corporation's Otis, Carrier and UT Automotive subsidiaries serve customers in the commercial property, residential housing and automotive businesses. Additionally, the Corporation's Pratt & Whitney, Sikorsky and Hamilton Standard businesses serve commercial and government customers in the aerospace industry. As world-wide businesses, these operations are affected by global as well as regional economic factors.

U.S. residential housing starts decreased in the first quarter of 1997 compared to the same period in 1996, while commercial construction starts in the U.S. improved over the same period in 1996. U.S. commercial vacancy rates continue to improve.

North American car and light truck production was higher in the first quarter of 1997 as compared to the first quarter of 1996, while European car sales were flat compared to the first quarter of 1996.

Worldwide airline profits continue to improve as a result of increased load factors and lower costs. Strong traffic growth continues to drive new aircraft orders from the U.S. and Asia Pacific regions, while European airline financial resources remain constrained in the near term by increasing competition, higher cost structures and privatization.

The defense portion of the Corporation's aerospace businesses continues to respond to a changing global political environment. The U.S. defense industry continues to downsize and consolidate in response to continued pressure on U.S. defense spending. As a result, the Corporation has continued to reduce its reliance on U.S. defense contracts.

The Corporation continues to reduce manufacturing costs and floor space to remain competitive.

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RESULTS OF OPERATIONS

Consolidated revenues and margin percentages were as follows:

In Millions of Dollars	Quarter Ended March 31, 1997	Quarter Ended March 31, 1996
Product sales	$ 4,645	$ 4,159
Service sales	1,241	1,189
Financing revenues and other income, net	48	44
Product margin %	19.1%	18.8%
Service margin %	37.5%	38.7%

Consolidated revenues for the first quarter of 1997 were 10% higher than the reported first quarter of 1996 with all segments, excluding Automotive, reporting increases. The 1997 first quarter increase was primarily driven by Pratt & Whitney and Flight Systems. Foreign currency translation, which reduced 1997 revenues by 2% essentially offset the impact of the change in reporting period described in the Notes to Condensed Consolidated Financial Statements.

Product margin as a percentage of sales increased three-tenths of a percentage point in the first quarter of 1997, compared to the first quarter of 1996. Service margins as a percentage of sales decreased 1.2 percentage points in the first quarter of 1997, compared to the first quarter of 1996, with Otis, Carrier, Pratt & Whitney and Flight Systems experiencing declines.

Research and development expenses increased $21 million (8%) in the first quarter of 1997 compared to 1996, with higher expenses in all segments, but principally Pratt & Whitney. As a percentage of sales, research and development was 4.6% in the first quarter of 1997 compared to 4.7% in the first quarter of 1996. Research and development expenses in 1997 are expected to increase from 1996, but should remain between 4% and 5% of sales.

Selling, general and administrative expenses in the first quarter of 1997 increased $19 million (3%) over the first quarter of 1996 due to higher expenses in most segments. However, these expenses decreased as a percentage of sales, to 11.9% in the first quarter of 1997 from 12.8% in the first quarter of 1996.

Interest expense decreased $10 million in the first quarter of 1997 to $48 million. This decrease is mainly due to a reduced average borrowing level during the first quarter compared to last year as the Corporation continues to retire or extinguish debt.

The effective tax rate for the first quarter of 1997 was 33%, compared to an effective tax rate of 33.8% for the first quarter of 1996. The Corporation has continued to reduce its effective income tax rate by implementing tax reduction strategies.

Revenues and operating profits of the Corporation's principal business segments for the quarters ended March 31, 1997 and 1996 are as follows (in millions of dollars):

	Revenues 1997	Revenues 1996	Operating Profits 1997	Operating Profits 1996	Operating Profit Margin 1997	Operating Profit Margin 1996
Quarter Ended March 31,						
Otis	$ 1,368	$ 1,303	$ 131	$ 117	9.6%	9.0%
Carrier	1,387	1,325	70	55	5.0%	4.2%
Automotive	741	744	31	50	4.2%	6.7%
Pratt & Whitney	1,719	1,416	182	140	10.6%	9.9%
Flight Systems	751	638	69	49	9.2%	7.7%

Otis segment revenues for the first quarter of 1997 were 5% higher than the reported first quarter of 1996. Foreign currency translation reduced 1997 revenues by 6%. The increase in 1997 revenues was due to increases in all geographic regions, including the impact of acquisitions made in Europe during 1996 and the change in the reporting period.

Operating profits at Otis increased $14 million (12%) in the first quarter of 1997 compared to the reported first quarter of 1996 due to improvements at European, North American and South American operations in 1997 compared to 1996. The impact of the change in reporting period was largely offset by the effect of foreign currency translation, which reduced 1997 operating profit by 9%.

Carrier segment revenues for the first quarter of 1997 were 5% higher compared to the reported first quarter of 1996. Foreign currency translation reduced 1997 revenues by 2%. The increase in revenues resulted from the change in the reporting period and acquisitions made primarily in Europe and Latin America during 1996, partially offset by revenue declines in North America due to softness in the large commercial chiller market, and lower revenues at Carrier Transicold.

Operating profits at Carrier increased $15 million (27%) in the first quarter of 1997 compared to the reported first quarter of 1996. Foreign currency translation reduced 1997 operating profits by 3%. The 1997 increase was primarily due to the change in the reporting period. In addition, profits in North America improved while declining at European and Carrier Transicold operations.

Automotive segment revenues for the first quarter of 1997 were essentially flat compared to the reported first quarter of 1996. Foreign currency translation reduced 1997 revenues by 3%. The impact of the change in the reporting period was offset by the reduction in revenues resulting from the fourth quarter 1996 sale of the Steering Wheels business.

Reported operating profits at the Automotive segment decreased $19 million (38%) from the reported first quarter of 1996, reflecting continued performance issues at the Interiors business and ongoing customer pricing pressures. Foreign currency translation reduced 1997 operating profits by 6%.

Pratt & Whitney revenues increased 21% in the first quarter of 1997 compared to 1996. The 1997 increase reflects higher volumes in both the after-market and new engine businesses.

Operating profits for Pratt & Whitney increased $42 million (30%) in the first quarter of 1997 compared to the first quarter of 1996, reflecting continued productivity improvements, higher after-market sales, and increased military and commercial engine shipments, partially offset by higher research and development spending.

Flight Systems revenues increased 18% in the first quarter of 1997 compared to 1996. 1997 benefited from an increase in helicopter shipments at Sikorsky and increased revenues at Hamilton Standard.

Operating profits for Flight Systems increased $20 million (41%) in the first quarter of 1997 compared to 1996 as a result of increased helicopter shipments at Sikorsky and continuing operating performance improvement at Hamilton Standard.

FINANCIAL POSITION AND LIQUIDITY

Management assesses the Corporation's liquidity in terms of its overall ability to generate cash to fund its operating and investing activities. Significant factors affecting the management of liquidity are cash flows generated from operating activities, capital expenditures, customer financing requirements, adequate bank lines of credit, and financial flexibility to attract long-term capital on satisfactory terms.

Set forth below is selected key cash flow data:

In Millions of Dollars	Quarter Ended March 31, 1997	Quarter Ended March 31, 1996
Operating Activities		
Net Cash Flows from Operating Activities	$ 509	$ 333
Investing Activities		
Capital expenditures	(161)	(129)
Acquisitions of business units	(46)	(26)
Dispositions of business units	26	30
Decrease in customer financing assets, net	28	102
Financing Activities		
Common Stock repurchase	(145)	(62)
Increase/(decrease) in total debt	(40)	11
Decrease in net debt	(178)	(177)

Cash flows from operating activities were $509 million during the first quarter of 1997 compared to $333 million for the reported first quarter of 1996. The improvement resulted primarily from improved operating performance.

Cash flows from investing activities were a use of funds of $110 million during the first quarter of 1997 compared to a use of $7 million in the first quarter of 1996. Capital expenditures in the first quarter of 1997 were $161 million, a $32 million increase from the first quarter of 1996. The Corporation expects 1997 full year capital spending to be moderately higher than 1996. Cash inflows from customer financing activities are lower in the first quarter of 1997, compared to 1996. The 1996 decrease in customer financing assets includes loan repayments and asset sales. While the Corporation expects that changes in customer financing assets in 1997 will be a net use of funds, actual funding is subject to usage under existing customer financing commitments during the remainder of the year. The Corporation's total commitments to finance or arrange financing of commercial aircraft and related equipment at March 31, 1997 was approximately $1.0 billion.

The Corporation repurchased $145 million of common stock, representing 2.0 million shares, in the first quarter of 1997 under previously announced stock repurchase programs. Share repurchase continues to be a significant use of the Corporation's strong cash flows and serves, in part, to offset the dilutive effect resulting from the issuance of stock under stock-based employee benefit programs.

Other selected financial data is as follows:

In Millions of Dollars	March 31, 1997	December 31, 1996	March 31, 1996
Cash and cash equivalents	$ 1,265	$ 1,127	$ 1,088
Total debt	1,745	1,785	2,052
Net debt (total debt less cash)	480	658	964
Shareowners' equity	4,239	4,306	4,073
Debt-to-total capitalization	29%	29%	34%
Net debt-to-total capitalization	10%	13%	19%

The Corporation manages its worldwide cash requirements considering available funds among the many subsidiaries through which it conducts its business and the cost effectiveness with which those funds can be accessed. The repatriation of cash balances from certain of the Corporation's subsidiaries could have adverse tax consequences; however, those balances are generally available without legal restrictions to fund ordinary business operations. The Corporation has and will continue to transfer cash from those subsidiaries to the parent and to other international subsidiaries when it is cost effective to do so.

Management believes that its existing cash position and other available sources of liquidity are sufficient to meet current and anticipated requirements for the foreseeable future.

SAFE HARBOR STATEMENT

This Report on Form 10-Q contains statements which, to the extent they are not historical fact, constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All forward looking statements involve risks and uncertainties. The forward looking statements in this document are intended to be subject to the safe harbor protection provided by Sections 27A and 21E.

For a discussion identifying some important factors that could cause actual results to vary materially from those anticipated in the forward looking statements, such as the economic, political, climatic, currency, regulatory, technological and competitive changes which may affect the Corporation's operations, products, and markets, see the Corporation's Securities and Exchange Commission filings, including, but not limited to, the Corporation's 1996 Annual Report on Form 10-K. See particularly Form 10-K Item I - Business, the sections entitled "Description of Business by Industry Segment" and "Other Matters Relating to the Corporation's Business as a Whole," and Form 10-K Item 7 - Management's Discussion and Analysis of Results of Operations and Financial Position, which also may be found at pages 22 through 27 of the Corporation's 1996 Annual Report to Shareowners.

UNITED TECHNOLOGIES CORPORATION
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Part II - Other Information

Item 1. Legal Proceedings

As previously reported, a jury in Chromalloy Gas Turbine Corporation v. United Technologies Corporation, No. 95-CI-12541, a Texas state action, found in November 1996 that Pratt & Whitney did not monopolize any relevant market but did willfully attempt to monopolize an unspecified market. The jury found that Chromalloy suffered neither monetary damage nor irreparable injury. The court has rejected Chromalloy's request for injunctive relief and asked the parties to provide the court with a form of judgment.

Other than the matter described above, there has been no material change in legal proceedings during the first quarter of 1997. (For a description of previously reported legal proceedings, refer to Part 1, Item 3 - Legal Proceedings of the Corporation's Annual Report on Form 10K for calendar year 1996.)

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

(11) Computation of per share earnings
(12) Computation of ratio of earnings to fixed charges
(15) Letter re unaudited interim financial information

(b) No reports on Form 8-K were filed during the quarter ended March 31, 1997.

UNITED TECHNOLOGIES CORPORATION
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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: April 25, 1997 By: /s/ STEPHEN F. PAGE

Stephen F. Page
Executive Vice President and
Chief Financial Officer

Dated: April 25, 1997 By: /s/ JAY L. HABERLAND

Jay L. Haberland
Vice President and Controller

Dated: April 25, 1997 By: /s/ WILLIAM H. TRACHSEL

William H. Trachsel
Vice President and Secretary

UNITED TECHNOLOGIES CORPORATION
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EXHIBIT INDEX

Exhibit 11 - Computation of per share earnings

Exhibit 12 - Computation of ratio of earnings to fixed charges

Exhibit 15 - Letter re unaudited interim financial information

Exhibit 27 - Financial data schedule (submitted electronically herewith)

Exhibit 11

UNITED TECHNOLOGIES CORPORATION
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COMPUTATION OF PER SHARE EARNINGS

In Millions of Dollars (except per share amounts)	Quarter Ended March 31, 1997	Quarter Ended March 31, 1996
Net Income	$ 224	$ 164
ESOP Convertible Preferred Stock Dividend requirement	(8)	(7)
Earnings applicable to Common Stock	216	157
ESOP Convertible Preferred Stock adjustment	6	6
Net earnings for calculation of primary and fully diluted earnings per share	$ 222	$ 163
Average number of common shares and common stock equivalents outstanding during the period (four month-end average, in thousands)	259,438	262,596
Fully diluted average number of common shares and common stock equivalents outstanding during the period (four month-end average, in thousands)	259,901	263,565
Primary earnings per common share	$ .86	$ .62
Fully diluted earnings per common share (Note 1)	$ .85	$ .62

Note 1 - Fully diluted earnings per common share is less than 3% dilutive and is not shown separately on the Condensed Consolidated Statement of Operations.

/TABLE

Exhibit 12

UNITED TECHNOLOGIES CORPORATION
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COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

In Millions of Dollars	Quarter Ended March 31, 1997	1996
Fixed Charges:		
Interest on indebtedness	$ 48	$ 58
Interest capitalized	3	5
One-third of rents*	22	22
Total Fixed Charges	$ 73	$ 85
Earnings:		
Income before income taxes and minority interests	$ 377	$ 293
Fixed charges per above	73	85
Less: interest capitalized	(3)	(5)
	70	80
Amortization of interest capitalized	10	10
Total Earnings	$ 457	$ 383
Ratio of Earnings to Fixed Charges	6.26	4.51

* Reasonable approximation of the interest factor.
/TABLE

Exhibit 15

April 25, 1997

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Ladies and Gentlemen:

We are aware that United Technologies Corporation has included our report dated April 23, 1997 (issued pursuant to the provisions of Statement on Auditing Standards No. 71) in the Prospectus constituting part of its Registration Statements on Form S-3 (Nos. 33-46916, 33-40163, 33-34320, 33-31514, 33-29687, and 33-6452) and in the Registration Statements on Form S-8 (Nos. 333-21853, 333-18743, 333-21851, 33-57769, 33-45440, 33-11255, 33-26580, 33-26627, 33-28974, 33-51385, 33-58937 and 2-87322). We are also aware of our responsibilities under the Securities Act of 1933.

Yours very truly,

Price Waterhouse LLP

The schedule contains summary financial information extracted from the Condensed Consolidated Balance Sheet at March 31, 1997 (Unaudited) and the Condensed Consolidated Statement of Operations for the quarter ended March 31, 1997 (Unaudited) and is qualified in its entirety by reference to such financial statements.

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3-MOS
DEC-31-1997
JAN-01-1997
MAR-31-1997
1,265
0
3,857
325
3,565
9,757
10,595
6,340
16,689
7,465
1,398
439
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2,383
1,856
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4,645
5,934
3,760
4,536
271
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48
377
124
224
0
0
0
224
.86
.86