

UNITED TECHNOLOGIES CORP /DE/

Reported by
BAILEY ROBERT J.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 01/02/18

| | |
|-------------|---|
| Address | 10 FARM SPRINGS ROAD FARMINGTON, CT, 06032 |
| Telephone | 8607287000 |
| CIK | 0000101829 |
| Symbol | UTX |
| SIC Code | 3724 - Aircraft Engines and Engine Parts |
| Industry | Aerospace & Defense |
| Sector | Industrials |
| Fiscal Year | 12/31 |

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|---|--|--|--|
| 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) | |
| Bailey Robert J. | | UNITED TECHNOLOGIES CORP /DE/ [UTX] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Corporate VP, Controller | |
| (Last) (First) (Middle) 10 FARM SPRINGS ROAD | | 3. Date of Earliest Transaction (MM/DD/YYYY) 1/2/2018 | | | |
| (Street) FARMINGTON, CT 06032 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | | | | | | 4138.0000 | I | By Savings Plan Trustee |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: 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 | | | | |
| Restricted Stock Units RSU | (1) | 1/2/2018 | | A | | 965.0000 | | 1/2/2021 | (1) | Common Stock | 965.0000 | \$128.1600 | 965.0000 | D | |
| Stock Appreciation Right | \$128.1600 | 1/2/2018 | | A | | 13400.0000 | | 1/2/2021 | 1/1/2028 | Common Stock | 13400.0000 | \$128.1600 | 13400.0000 (2) | D | |

Explanation of Responses:

- Each Restricted Stock Unit (RSU), including dividend equivalents that accrue during the vesting period, represents a contingent right to receive one share of UTC Common Stock.
- The reporting person was also awarded 1,460 performance share units (PSUs) under the UTC Long-Term Incentive Plan. Each PSU has a value equal to one share of UTC Common Stock. These PSUs vest solely upon achievement of pre-established performance targets for UTC's return on invested capital, earnings per share growth and total shareholder return relative to the S&P 500 index over a three-year time period.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bailey Robert J. 10 FARM SPRINGS ROAD FARMINGTON, CT 06032 | | | Corporate VP, Controller | |

Signatures

/s/ Ariel R. David as Attorney-in-Fact

1/4/2018

**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.

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