

As filed with the Securities and Exchange Commission on February 14, 1997  
Registration No.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

UNITED TECHNOLOGIES CORPORATION  
(Exact name of issuer as specified in its charter)

Delaware 06-0570975  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

One Financial Plaza, Hartford, Connecticut 06101  
(Address of principal executive offices, including Zip Code)

UNITED TECHNOLOGIES CORPORATION  
EMPLOYEE STOCK OPTION PLAN  
(Full title of the Plan)

WILLIAM H. TRACHSEL, Esq.  
Secretary  
One Financial Plaza  
Hartford, Connecticut 06101  
(860) 728-7000  
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities<br>to be Registered        | Amount to be<br>Registered | Proposed<br>Maximum<br>Offering<br>Price (1) | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price | Amount of<br>Registration<br>Fee |
|--|----------------------------|--|---|----------------------------------|
| Common Stock,<br>par value \$5.00<br>per share | 4,000,000<br>shares (2)    | \$70.875                                     | \$283,500,000   | \$85,909.09                      |

(1) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rule 457(h), on the average of the high and low prices reported on the New York Stock Exchange, Inc. on February 7, 1997.

(2) Pursuant to Rule 416 the number of shares registered hereunder includes such additional number of shares of Common Stock and Rights as are required to prevent dilution resulting from stock splits, stock dividends or similar transactions affecting the Common Stock of the Registrant.

## PART II

### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents are hereby incorporated by reference:

(1) the Annual Report on Form 10-K of United Technologies Corporation (the "Corporation") filed with the Securities and Exchange Commission (the "Commission") for the year ended December 31, 1996;

(2) all other reports filed by the Corporation with the Commission pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the period covered by the Annual Report on Form 10-K referred to in (1) above.

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

### ITEM 4. DESCRIPTION OF SECURITIES

The securities registered hereby are shares of Common Stock, \$5.00 par value, of the Corporation, to be issued under the United Technologies Corporation Employee Stock Option Plan (the "Plan").

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The financial statements incorporated by reference to the Annual Report on Form 10-K of the Corporation for the year ended December 31, 1996 have been so incorporated in reliance on the reports of Price Waterhouse LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The legality of the securities offered pursuant to this Registration Statement has been passed on by Richard M. Kaplan, Esq. Mr. Kaplan, Associate General Counsel of the Corporation, is a shareowner of Common Stock.

### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to Section 102 of the General Corporation Law of Delaware, the Corporation has adopted a provision in its Certificate of Incorporation eliminating the personal liability of its directors for monetary damages to the Corporation and its stockholders for any breach of their fiduciary duties as directors of the Corporation, except for their liability due to (1) breach of loyalty to the Corporation, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director derived an improper personal benefit or (4) any payment of unlawful dividends or an unlawful stock repurchase or redemption.

Section 145 of the Delaware General Corporation Law permits a Delaware corporation to indemnify any person who is or was a party to any actual or threatened legal action, whether criminal, civil, administrative or investigative because of his or her service as an officer, director or agent of the corporation against expenses, judgments, fines and settlement payments reasonably and actually incurred by him or her in connection with such proceeding, if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe was unlawful, except that, with respect to any legal action by or in the right of the corporation itself, an officer, director or agent of the



corporation only is entitled to indemnification for expenses actually and reasonably incurred. Section 7.5 of the Corporation's Bylaws provides that the Corporation shall indemnify its officers, directors, employees, fiduciaries and agents (and their heirs and legal representatives) to the full extent permitted by Delaware law.

#### ITEM 8. EXHIBITS

See Exhibit Index

#### ITEM 9. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement:

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer of



controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartford, and State of Connecticut, on this 14th day of February, 1997.

UNITED TECHNOLOGIES CORPORATION

By s/Stephen F. Page, Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on this 14th day of February, 1997.

| Signature                 | Title  |
|---------------------------|--|
| s/ROBERT F. DANIELL*      | Chairman and Director                                      |
| s/GEORGE DAVID *          | President and Chief<br>Executive<br>Officer and Director   |
| s/STEPHEN F. PAGE         | Executive Vice<br>President and<br>Chief Financial Officer |
| s/JAY L. HABERLAND        | Vice President -<br>Controller                             |
| s/HOWARD H. BAKER, JR.*   | Director   |
| s/ANTONIA HANDLER CHAYES* | Director   |
| s/ROBERT F. DEE*          | Director   |
| s/CHARLES W. DUNCAN, JR.* | Director   |
| s/PEHR G. GYLLENHAMMAR*   | Director   |
| s/GERALD D. HINES*        | Director   |
| s/CHARLES R. LEE*         | Director   |
| s/ROBERT H. MALOTT*       | Director   |
| s/FRANK P. POPOFF*        | Director   |
| s/H. A. WAGNER*           | Director   |
| s/JACQUELINE G. WEXLER*   | Director   |

\* By s/WILLIAM H. TRACHSEL, AS ATTORNEY-IN-FACT  
FOR THE DIRECTORS AND OFFICERS AFTER  
WHOSE NAMES APPEARS AN ASTERISK





EXHIBIT INDEX

|       |   | Page |
|-------|---|------|
| 5     | --Opinion of Counsel as to the legality of the securities to be registered. |      |
| 24(a) | --Consent of Price Waterhouse LLP   |      |
| 24(b) | --The consent of counsel is contained in Exhibit 5.                         |      |
| 25    | --Powers of Attorney.   |      |



February 14, 1997

The Board of Directors  
United Technologies Corporation  
One Financial Plaza  
Hartford, CT 06101

Re: S-8 Registration Statement for the UTC Employee Stock Option Plan

Ladies and Gentlemen:

This opinion is furnished in connection with the proposed filing with the Securities and Exchange Commission on or about February 14, 1997, of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, in connection with the offering of 4,000,000 shares of Common Stock, par value \$5 per share (the "Shares") to be issued under the Corporation's Employee Stock Option Plan (the "Plan").

I have acted as Counsel to the Corporation in connection with certain matters relating to the Plan. I am familiar with the Corporate proceedings relating thereto and have examined such documents and considered such matters of law as I have deemed necessary in giving this opinion.

It is my opinion that all Shares to be offered and sold pursuant to the Plan that will be original issue Shares have been duly authorized, and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable. I hereby consent to the filing of this opinion as an Exhibit to the aforementioned Registration Statement.

Very truly yours,

Richard M. Kaplan  
Associate General Counsel

RMK/lc  
Enclosure



Exhibit 24(a)

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 for the United Technologies Corporation Employee Stock Option Plan of our report dated January 23, 1997, which appears on Page 28 of the 1996 Annual Report to Shareowners of United Technologies Corporation, which is incorporated by reference in United Technologies Corporation's Annual Report on Form 10-K for the year ended December 31, 1996. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears on page S-1 of such Annual Report on Form 10-K. We also consent to the references to us under the heading "Interests of Named Experts and Counsel" in the Form S-8.

Price Waterhouse, LLP  
Hartford, Connecticut  
February 14, 1997



## POWER OF ATTORNEY

The undersigned, HOWARD H. BAKER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Howard H. Baker

Date: September 29, 1996





POWER OF ATTORNEY

The undersigned, ANTONIA HANDLER CHAYES constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as her true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for her in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Antonia Handler Chayes

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, ROBERT F. DEE constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Robert F. Dee

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, CHARLES W. DUNCAN, JR. constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Charles W. Duncan, Jr.

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, PEHR G. GYLLENHAMMAR constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Pehr G. Gyllenhammar

Date: September 29, 1996





POWER OF ATTORNEY

The undersigned, GERALD D. HINES constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Gerald D. Hines

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, ROBERT H. MALOTT constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Robert H. Malott

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, JACQUELINE G. WEXLER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as her true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for her in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Jacqueline G. Wexler

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, ROBERT F. DANIELL constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Robert F. Daniell

Date: September 29, 1996





POWER OF ATTORNEY

The undersigned, GEORGE DAVID constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/George David

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, CHARLES R. LEE constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Charles R. Lee

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, H. A. WAGNER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/H. A. Wagner

Date: September 29, 1996



POWER OF ATTORNEY

The undersigned, FRANK P. POPOFF constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the United Technologies Corporation Employee Stock Option Plan as approved on the date hereof, and as it may be amended from time to time (the "Plan"), and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Frank P. Popoff

Date: September 29, 1996



