



United Technologies

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
(State or other jurisdiction of
incorporation or organization)

06-0570975
(I.R.S. Employer
Identification No.)

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

**UNITED TECHNOLOGIES CORPORATION
LONG TERM INCENTIVE 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 to be Registered	Amount to be Registered	Proposed Maximum Offering Price (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, Par value \$5.00 per share	18,000,000 (2)	\$58.15	\$1,046,700,000	\$96,297

(1) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rule 457(h) under the Securities Act of 1933, as amended (the "1933 Act"), on the average of the high and low prices reported on the New York Stock Exchange, Inc. on October 17, 2002.

(2) Pursuant to Rule 416(a) under the Security Act, the number of shares registered hereunder includes such additional number of shares of Common Stock as are required to prevent dilution resulting from a stock split, stock dividends or similar transaction that results in an increase in the number of the outstanding shares of Common Stock.

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, 2001;
2. the Quarterly Reports on Form 10-Q of the Corporation filed with the Commission for the quarters ended March 31, 2002, June 30, 2002 and September 30, 2002;
3. 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 most recent Annual Report on Form 10-K referred to in (1) above; and
4. the description of the shares of the Corporation's common stock contained in the Registrant's Registration Statement on Form 8-A, dated January 25, 2002, filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report subsequently filed for the purpose of updating that description.

All documents filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement, 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. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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 Long Term Incentive Plan (the "Plan").

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

EXPERTS AND COUNSEL

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.

INDEPENDENT AUDITORS

The financial statements incorporated by reference to the Annual Report on Form 10-K of the Corporation for the year ended December 31, 2001 have been so incorporated in reliance on the reports of PricewaterhouseCoopers LLP, independent auditors, given on the authority of said firm as experts in auditing and accounting.

With respect to the unaudited financial information of United Technologies Corporation for the three-month period ended March 31, 2002, the six-month period ended June 30, 2002 and the nine-month period ended September 30, 2002, incorporated by reference in this Form S-8, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate reports dated April 17, 2002, July 17, 2002 and October 17, 2002 incorporated by reference, state that they did not audit and they do not express an opinion on such unaudited financial information. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied.

PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their reports on the unaudited financial information because such reports are not a "report" or a "part" of the registration statement prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Act.

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 or 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 24th day of October, 2002.

UNITED TECHNOLOGIES
CORPORATION

By: Stephen F. Page
Vice Chairman and Chief
Financial Officer

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 24th day of October, 2002.

<u>Signature</u>	<u>Title</u>
GEORGE DAVID	Chairman, Director and Chief Executive Officer
STEPHEN F. PAGE	Vice Chairman, Director and Chief Financial Officer
DAVID G. NORD	Vice President, Controller
JEAN-PIERRE GARNIER*	Director
JAMIE S. GORELICK*	Director
CHARLES R. LEE*	Director
RICHARD D. MCCORMICK*	Director
FRANK P. POPOFF*	Director
H. PATRICK SWYGERT*	Director
ANDRE VILLENEUVE*	Director
HAROLD A. WAGNER*	Director
SANFORD I. WEILL*	Director

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

EXHIBIT NO.	EXHIBIT INDEX
5	Opinion of Counsel as to the legality of the securities to be registered.
15	Awareness Letter of PricewaterhouseCoopers LLP.
23(a)	Consent of PricewaterhouseCoopers LLP.

23(b)

The consent of counsel is contained in Exhibit 5.

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Powers of Attorney.

October 24, 2002

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

Re: S-8 Registration Statement for the UTC Long Term Incentive Plan

Ladies and Gentlemen:

This opinion is furnished in connection with the proposed filing with the Securities and Exchange Commission on or about October 24, 2002, of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, in connection with the offering of 18,000,000 shares of Common Stock, par value \$5 per share (the "Shares") to be issued under the Corporation's Long Term Incentive 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 any 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 non-assessable. 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/pgr

October 24, 2002

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

Commissioners:

We are aware that our reports dated April 17, 2002, July 17, 2002 and October 17, 2002 on our review of interim financial information of United Technologies Corporation (the "Corporation") as of and for the periods ended March 31, 2002, June 30, 2002 and September 30, 2002 and included in the Corporation's quarterly report on Form 10-Q for the quarters then ended are incorporated by reference in its Registration Statement on Form S-8 for the United Technologies Corporation Long Term Incentive Plan dated October 24, 2002.

Very truly yours,

PricewaterhouseCoopers LLP
Hartford, Connecticut

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for the United Technologies Corporation Long Term Incentive Plan of our report dated January 17, 2002 relating to the financial statements, which appears in the 2001 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, 2001. We also consent to the incorporation by reference of our report dated January 17, 2002 relating to the Financial Statement Schedule, which appears in 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.

PricewaterhouseCoopers LLP
Hartford, Connecticut
October 24, 2002

UNITED TECHNOLOGIES CORPORATION**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned director or officer, or both, of UNITED TECHNOLOGIES CORPORATION, a Delaware corporation (the "Corporation"), hereby constitutes and appoints William H. Trachsel, David J. Fitzpatrick, Thomas I. Rogan and David G. Nord, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and things and execute any and all instruments which the said attorneys and agents may deem necessary or advisable in connection with the foregoing actions, including with respect to items (i) and (ii) below, to sign and file registration statements on Form S-8 or on such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto, and any and all instruments and documents filed as part of or in connection with said registration statements or amendments thereto:

(i) to effect the registration of up to 18,000,000 additional shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Long Term Incentive Plan as in effect on the date hereof, and as it may be amended from time to time; and

(ii) to effect the registration of up to 18,000,000 additional shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Employee Stock Option Plan as in effect on the date hereof, and as it may be amended from time to time; and

(iii) to adopt and execute an amendment to the United Technologies Corporation Nonemployee Director Stock Option Plan for the purpose of authorizing the transfer of stock option awards to immediate family members or entities controlled by or for the benefit of such persons;

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 and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the said attorneys-in-fact and agents, or any one of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

George David

UNITED TECHNOLOGIES CORPORATION**POWER OF ATTORNEY**

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Jean-Pierre Garnier

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Jamie S. Gorelick

UNITED TECHNOLOGIES CORPORATION

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Charles R. Lee

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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Richard D. McCormick

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Frank P. Popoff

UNITED TECHNOLOGIES CORPORATION

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

H. Patrick Swygert

UNITED TECHNOLOGIES CORPORATION

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Andre Villeneuve

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned director or officer, or both, of UNITED TECHNOLOGIES CORPORATION, a Delaware corporation (the "Corporation"), hereby constitutes and appoints

William H. Trachsel, David J. Fitzpatrick, Thomas I. Rogan and David G. Nord, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do any and all acts and things and execute any and all instruments which the said attorneys and agents may deem necessary or advisable in connection with the foregoing actions, including with respect to items (i) and (ii) below, to sign and file registration statements on Form S-8 or on such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto, and any and all instruments and documents filed as part of or in connection with said registration statements or amendments thereto:

(i) to effect the registration of up to 18,000,000 additional shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Long Term Incentive Plan as in effect on the date hereof, and as it may be amended from time to time; and

(ii) to effect the registration of up to 18,000,000 additional shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Employee Stock Option Plan as in effect on the date hereof, and as it may be amended from time to time; and

(iii) to adopt and execute an amendment to the United Technologies Corporation Nonemployee Director Stock Option Plan for the purpose of authorizing the transfer of stock option awards to immediate family members or entities controlled by or for the benefit of such persons;

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 and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the said attorneys-in-fact and agents, or any one of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Harold A. Wagner

UNITED TECHNOLOGIES CORPORATION

POWER OF ATTORNEY

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(i) to effect the registration of up to 18,000,000 additional shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Long Term Incentive Plan as in effect on the date hereof, and as it may be amended from time to time; and

(ii) to effect the registration of up to 18,000,000 additional shares of the Corporation's common stock to be offered from time to time pursuant to the United Technologies Corporation Employee Stock Option Plan as in effect on the date hereof, and as it may be amended from time to time; and

(iii) to adopt and execute an amendment to the United Technologies Corporation Nonemployee Director Stock Option Plan for the purpose of authorizing the transfer of stock option awards to immediate family members or entities controlled by or for the benefit of such persons;

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IN WITNESS WHEREOF, the undersigned has subscribed these presents this 4th day of December, 2001.

Sanford I. Weill