

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.)

United Technologies Building, Hartford, Connecticut 06101
(Address of principal executive offices, including Zip Code)

UNITED TECHNOLOGIES CORPORATION
DEFINED CONTRIBUTION RETIREMENT PLAN
(Full title of the Plan)

WILLIAM H. TRACHSEL, Esq.
Secretary
United Technologies Building
Hartford, Connecticut 06101
(203) 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
Participation Units	25,000	\$73.1875	\$1,829,687.50	\$630.93

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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, 1994;
- (2) the Quarterly Reports on Form 10-Q of the Corporation filed with the Commission for the quarter ended March 31, 1995;
- (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 since the end of the period covered by the Annual Report on Form 10-K referred to in (1) above.
- (4) the description of the Corporation's Common Stock contained in registration statements and reports filed under the Securities Exchange Act of 1934.

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15 of the Securities Exchange Act of 1934, 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 constitute shares of Common Stock, \$5.00 par value of the United Technologies Corporation, to be issued to certain individuals who participate in the United Technologies Corporation Defined Contribution Retirement Plan (the _Plan_) who direct that certain Plan contributions be invested in the Corporation's Common Stock. Shares of the Corporation's Common Stock will be acquired, held and sold or distributed by the Plan Trustee in accordance with the terms of 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, 1994 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 8. EXHIBITS

See Exhibit Index

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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 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.

(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.

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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 28 day of April, 1995.

UNITED TECHNOLOGIES CORPORATION

By s\Stephen F. Page\s
(Stephen F. Page, Executive Vice President
and Chief Financial Officer)

By s\George E. Minnich\s
(George E. Minnich, Vice President
Controller; Principal Accounting 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 28 day of April, 1995.

Signature	Title
ROBERT F. DANIELL* (Robert F. Daniell)	Chairman and Director
GEORGE DAVID * (George David)	President and Chief Executive Officer and Director
HOWARD H. BAKER, JR.* (Howard H. Baker, Jr.)	Director
ANTONIA HANDLER CHAYES* (Antonia Handler Chayes)	Director
ROBERT F. DEE* (Robert F. Dee)	Director
CHARLES W. DUNCAN, JR.* (Charles W. Duncan, Jr.)	Director
PEHR G. GYLLENHAMMAR* (Pehr G. Gyllenhammar)	Director

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GERALD D. HINES*
(Gerald D. Hines) Director

CHARLES R. LEE*
(Charles R. Lee) Director

ROBERT H. MALOTT*
(Robert H. Malott) Director

H. A. WAGNER*
(H. A. Wagner) Director

JACQUELINE G. WEXLER*
(Jacqueline G. Wexler) Director

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

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EXHIBIT INDEX

		Page
5	--Opinion of Counsel as to the legality of the securities to be registered.	
13	--Annual report for the Plan fiscal year ending November 30, 1993.	
24(a)	--Consent of Price Waterhouse, LLP.	
24(b)	--The consent of counsel is contained in Exhibit 5.	
25	--Powers of Attorney.	

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April 28, 1995

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

Re: S-8 Registration Statement Defined Contribution Retirement Plan

Ladies and Gentlemen:

This opinion is furnished in connection with the proposed filing with the Securities and Exchange Commission on April 28, 1995, of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, in connection with the offering of 25,000 shares of Common Stock, par value \$5 per share (the Shares) to be issued under the Corporation's Defined Contribution Retirement 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 purchased by the Plan Trustee in the open market and do not constitute original issue Shares. The Plan will be timely filed with the Internal Revenue Service for a determination letter that the Plan constitutes a tax qualified Plan under the Internal Revenue Code and ERISA. 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

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated January 26, 1995, which appears on Page 26 of the 1994 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, 1994, and our report dated April 25, 1995 appearing in the United Technologies Corporation Defined Contribution Retirement Plan's Annual Report for the year ended November 30, 1993. 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
April 28, 1995

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POWER OF ATTORNEY

The undersigned, HOWARD H. BAKER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Howard H. Baker

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, ANTONIA HANDLER CHAYES constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Antonia Handler Chayes

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, ROBERT F. DEE constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Robert F. Dee

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, CHARLES W. DUNCAN, JR. constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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.\s
Charles W. Duncan, Jr.

Date: February 6, 1995

PAGE

POWER OF ATTORNEY

The undersigned, PEHR G. GYLLENHAMMAR constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Pehr G. Gyllenhammar

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, GERALD D. HINES constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Gerald D. Hines

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, ROBERT H. MALOTT constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Robert H. Malott

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, JACQUELINE G. WEXLER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Jacqueline G. Wexler

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, ROBERT F. DANIELL constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Robert F. Daniell

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, GEORGE DAVID constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\
George David

Date: February 6, 1995

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POWER OF ATTORNEY

The undersigned, CHARLES R. LEE constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
Charles R. Lee

Date: February 6, 1995

PAGE

POWER OF ATTORNEY

The undersigned, H. A. WAGNER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and GEORGE E. MINNICH, 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 any and all Registration Statements, 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, in connection with the offer and sale of securities pursuant to the terms of the United Technologies Corporation Defined Contribution Retirement Plan as in effect on the date hereof and as it may be amended from time to time (the "Plan") 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\s
H. A. Wagner

Date: February 6, 1995

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 26, 1995, which appears on page 26 of the 1994 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, 1994, and our report dated April 25, 1995 appearing in the United Technologies Corporation Defined Contribution Retirement Plan's Annual Report for the year ended November 30, 1993. 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
April 28, 1995

FINANCIAL STATEMENTS OF THE UNITED TECHNOLOGIES CORPORATION
DEFINED CONTRIBUTION RETIREMENT PLAN

REPORT OF INDEPENDENT ACCOUNTANTS

To the Pension Administration
and Investment Committee of
United Technologies Corporation
and Members of the United Technologies Corporation
Defined Contribution Retirement Plan

In our opinion, the accompanying statements of financial condition and the related statement of income and changes in plan equity present fairly, in all material respects, the financial position of the United Technologies Corporation Defined Contribution Retirement Plan at November 30, 1993 and 1992, and the results of its operations and the changes in its plan equity for the year ended November 30, 1993, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Plan Administrator; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PRICE WATERHOUSE LLP
Hartford, Connecticut
April 25, 1995

UNITED TECHNOLOGIES CORPORATION
 DEFINED CONTRIBUTION RETIREMENT PLAN

Statement of Financial Condition

November 30, 1992

	Income Fund	Equity Fund	Funds Combined
Assets:			
Investments:			
Beneficial interests in contracts issued by insurance companies, at cost plus accrued interest	\$ 3,318,128	\$ -	\$ 3,318,128
Beneficial interests in Bankers Trust Company Pyramid Equity Index Fund, at market	-	644,708	644,708
Temporary investments, at cost plus accrued interest	17	-	17
Total Investments	3,318,145	644,708	3,962,853
Contributions and fund transfers receivable	16,884	2,185	19,069
Total Assets	3,335,029	646,893	3,981,922
Less - Liabilities:			
Contributions payable	33,829	16,885	50,714
Total Liabilities	33,829	16,885	50,714
Plan Equity	\$ 3,301,200	\$ 630,008	\$ 3,931,208
Units of participation	780,278	76,887	
Unit value	\$ 4.23	\$ 8.19	

(See accompanying Notes to Financial Statements)

UNITED TECHNOLOGIES CORPORATION
DEFINED CONTRIBUTION RETIREMENT PLAN

Statement of Financial Condition

November 30, 1993

	Income Fund	Equity Fund	Funds Combined
Assets:			
Investments:			
Beneficial interests in contracts issued by insurance companies, at cost plus accrued interest \$	4,018,232	\$ -	\$ 4,018,232
Beneficial interests in Bankers Trust Company Pyramid Equity Index Fund, at market	-	800,984	800,984
Temporary investments, at cost plus accrued interest	93	9	102
Total Investments	4,018,325	800,993	4,819,318
Contributions receivable	-	6,760	6,760
Total Assets	4,018,325	807,753	4,826,078
Less - Liabilities:			
Contributions payable	33,738	-	33,738
Total Liabilities	33,738	-	33,738
Plan Equity \$	3,984,587	\$ 807,753	\$ 4,792,340
Units of participation	871,285	89,385	
Unit value \$	4.57	\$ 9.04	

(See accompanying Notes to Financial Statements)

UNITED TECHNOLOGIES CORPORATION
DEFINED CONTRIBUTION RETIREMENT PLAN

Statement of Income and Changes in Plan Equity

Plan Year Ended November 30, 1993

	Income Fund	Equity Fund	Funds Combined
Contributions:			
Members	\$ 278,664	\$ 61,878	\$ 340,542
Employer	451,366	83,284	534,650
Total Contributions	730,030	145,162	875,192
Investment Income:			
Interest	276,721	3	276,724
Total Investment Income	276,721	3	276,724
Unrealized appreciation of investments	-	44,874	44,874
Gain on sale of investments	-	23,475	23,475
Deduct:			
Cash distributions to members	274,657	71,331	345,988
Earned and unapplied forfeitures	5,265	-	5,265
Total Deductions	279,922	71,331	351,253
Inter-fund and inter-plan transfers	(43,442)	35,562	(7,880)
Net Increase in Plan Equity	683,387	177,745	861,132
Plan Equity November 30, 1992	3,301,200	630,008	3,931,208
Plan Equity November 30, 1993	\$3,984,587	\$ 807,753	\$4,792,340

(See accompanying Notes to Financial Statements)

UNITED TECHNOLOGIES CORPORATION
DEFINED CONTRIBUTION RETIREMENT PLAN

Notes to Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The United Technologies Corporation Defined Contribution Retirement Plan (the Plan) is a defined contribution savings plan sponsored by United Technologies Corporation (United). The Plan became effective December 1, 1984. Membership in the Plan is offered to eligible employees of certain subsidiaries of United.

The employer makes contributions with respect to each member of an amount up to 3.5 percent of the member's compensation. In addition, members may elect to contribute, through payroll deductions, between 1 and 9 percent of their total compensation with up to the first 4 percent of each member's contribution being matched 50 percent by the employer. Member contributions are fully vested at all times under the Plan. Generally, employer contributions become fully vested two years after first joining the Plan.

All contributions are credited to a member account maintained by the Plan Administrator. Contributions are invested, pursuant to each member's direction, in one or both of the following funds: the Income Fund and the Equity Fund. Members may elect to have 100 percent of their contributions invested in one investment fund or may allocate the contributions in multiples of 25 percent between the two funds. Members are permitted to transfer their accounts between investment funds once per quarter (in multiples of 10 percent).

The Income Fund is invested in contracts issued by five insurance companies designated by the Pension Investment Committee. Under these contracts, each insurance company guarantees repayment in full of the principal amount invested plus interest credited at a fixed rate for a specified period. Interest is credited to each contract based on an annual interest rate set each year by the individual insurance carriers. This rate, which differs among contracts, takes into account any difference between prior year credited interest and the actual amount of investment earnings allocable to the contract in accordance with the established allocation procedures of the insurance carrier. The weighted average rate set for the 1993 calendar year was 8.0 percent.

The Equity Fund may be invested in common or capital stock of corporations, bonds or securities convertible into such stocks, or shares of any federally registered mutual fund or similar type of investment fund, including investment in any commingled trust fund managed by the Trustee, Bankers Trust Company, which is invested primarily in similar types of equity securities. During 1993 and 1992, the Equity Fund was invested principally in the Trustee's BT Pyramid Equity Index Fund, which is a portfolio of common stocks replicating the Standard & Poor's Composite Index of 500 stocks. Interest and dividends earned by this investment are reinvested and increase market value.

Forfeitures of employer contributions are used to reduce employer contributions; earned and unapplied forfeitures will be applied against future employer contributions and are shown separately in the Statement of Income and Changes in Plan Equity.

Employees participating in the Plan at year end were as follows:

	1993	November 30, 1992
Income Fund	652	565
Equity Fund	289	175

The participants above may have investments in more than one of the investment funds.

NOTE 2 - SUMMARY OF ACCOUNTING PRINCIPLES

United has entered into a master trust agreement with the Trustee. Under this agreement, certain employee savings plans of United and its subsidiaries combine their trust fund investments in the Master Trust. Participating plans purchase units of participation in the investment funds based on their monthly contribution to such funds and the unit value of the applicable investment fund at the end of the month. The value of a unit in each fund is determined at the end of each month by dividing the sum of uninvested cash, accrued income and the current market value of investments by the total number of outstanding units in such funds. The plans receive income from the funds' investments which increase the unit values. Distributions reduce the number of participation units held by the plans.

The investments of the Income Fund are valued at cost plus accrued interest. The investments of the Equity Fund are valued at market as determined by the Trustee by reference to published market data.

The expenses of operating the Plan are payable out of the funds held under the Plan, unless the employer elects to pay such expenses. The expenses for the 1993 plan year were paid by the employer.

The Plan is not subject to federal income tax as the Plan and its related trust are considered by United to satisfy the qualification and exemption requirements of Sections 401(a) and 501(a) of the Internal Revenue Code. United has received a favorable determination letter from the Internal Revenue Service (IRS), dated in 1986, to the effect that the Plan, as amended in 1986, qualifies under Sections 401(a) and 501(a) of the Code. United intends to apply for a new determination letter from the IRS indicating that the Plan, as amended since the date of the most recent IRS determination letter, continues to be exempt from federal income taxes under Sections 401(a) and 501(a) of the Code. Under these sections, contributions by United, employees (at their election) and related earnings will be tax deferred until such amounts are distributed. It is expected, given the lack of substantive plan amendments, that a favorable determination will be issued from the IRS, and accordingly, no provision is made for federal income taxes.

NOTE 3 - INSURANCE CONTRACTS

The following is a summary of the insurance contracts held in the Master Trust Income Fund and the portion allocable to the Plan:

(Thousands of Dollars)	November 30,	
	1993	1992
CIGNA	\$ 1,409,243	\$ 1,327,089
Aetna	543,882	543,230
Travelers	455,988	465,195
Prudential	249,747	224,129
Metropolitan Life	328,543	219,295
	2,987,403	\$ 2,778,938
Amount of the contracts allocable to the Plan	\$ 4,018	\$ 3,318

NOTE 4 - GAIN ON SALE OF INVESTMENTS

The Trustee uses the average cost method in determining the cost of securities for purposes of calculating the gain or loss on the sale of securities. Gains and losses of the Master Trust funds are allocated to the participating plans based upon participation units at the month-end valuation date following the sale. The gains recognized by the Master Trust funds and amounts allocable to the Plan are as follows:

(Thousands of Dollars)	Equity Fund
Proceeds from sale of securities	\$ 25,402
Cost basis of securities sold	14,898
Gain on sale	\$ 10,504
Amount of the gain allocable to the Plan	\$ 23

NOTE 5 - REQUESTED DISTRIBUTIONS

The following is a summary of distributions requested by participants which had not yet been paid at the respective plan year end:

	November 30, 1993		November 30, 1992	
	Dollars	Units	Dollars	Units
Income Fund	\$ 57,107	12,487	\$ 11,819	2,794
Equity Fund	7,072	783	113	14

These amounts are reflected as liabilities in the Plan's Form 5500.

The November 30, 1992 Statement of Financial Condition has been restated in order to reflect requested distributions in the plan year in which paid.

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