

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

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V (Instr. 8)	6A. Number of Derivative Securities Acquired (Instr. 3, 4 and 5)	6B. Date Exercisable (Month/Day/Year)	6C. Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. This Form 4 represents the second of two Form 4s to be filed today due to the sale of 20,000 shares of United Technologies Corporation common stock on December 22, 2004.</p> <p>2. Time restriction of Common Stock. 5,000 shares will vest on 10/8/2006 and 5,000 shares will vest on 10/8/2008, provided the reporting person is employed by UT following the date of the transaction.</p>												
<p>Remarks:</p> <p align="right">By: /s/ Charles F. Hildebrand as Attorney-in-Fact</p> <p align="right">12/28/2004</p> <p align="right">** Signature of Reporting Person Date</p>												
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff.</p> <p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.</p>												

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.