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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 12, 2006**

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**UNITED TECHNOLOGIES CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-812**  
(Commission File Number)

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

**One Financial Plaza**  
**Hartford, Connecticut 06103**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code**  
**(860) 728-7000**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Item 1.01.—Entry into a Material Definitive Agreement**

On April 12, 2006, the Board of Directors (the “Board”) of United Technologies Corporation (“UTC”) approved modifications to UTC’s compensation program for non-employee directors.

Under the prior program, non-employee directors were paid an annual retainer of \$100,000 (\$110,000 for committee chairs, \$125,000 for Audit Committee members, and \$135,000 for each of the Audit Committee Chair and the director designated to preside at executive sessions of the non-management directors), which they could elect to receive in one of the following forms: (a) 60% in deferred stock units issued under the United Technologies Corporation Board of Directors Deferred Stock Unit Plan (the “Plan”) and 40% in cash; (b) 100% in deferred stock units; (c) 60% in non-qualified options to purchase Common Stock and 40% in cash; or (d) 100% in non-qualified options to purchase Common Stock. In addition, each non-employee director received on the date of election to the Board a one-time grant of restricted stock units valued at \$100,000 and received an annual grant of stock options valued at \$100,000. Non-employee directors were required to own shares or share equivalents having a value at least equal to three times their annual retainer within five years of joining the Board.

Under the new non-employee director compensation program, effective April 12, 2006, the annual retainer and annual grant of stock options have been combined into a single annual retainer fee of \$220,000 (\$230,000 for committee chairs, \$250,000 for Audit Committee members, and \$260,000 for each of the Audit Committee Chair and the director designated to preside at executive sessions of the non-management directors). Non-employee directors may elect to receive the fee in one of the following forms: (a) 60% in deferred stock units issued under the Plan and 40% in cash; or (b) 100% in deferred stock units. New non-employee directors will continue to receive on the date of election to the Board a one-time grant of restricted stock units valued at \$100,000. All deferred stock units granted to a non-employee director will be subject to the terms and conditions of the Plan. Upon retirement or termination from the Board, the value of the accumulated deferred stock units is paid in cash as a lump sum or in ten or fifteen annual installments, at the election of the director. UTC’s stock ownership guidelines for non-employee directors have been revised to require ownership of shares or share equivalents equal to \$300,000 within five years of joining the Board.

## **Item 9.01 Financial Statements and Exhibits**

### **(d) Exhibits**

10.1 United Technologies Corporation Board of Directors 2006 Retainer Payment Election Form

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UNITED TECHNOLOGIES CORPORATION**  
**(Registrant)**

Date: April 18, 2006

By: /s/ Debra A. Valentine

Debra A. Valentine

Vice President, Secretary and Assistant General Counsel

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.1	United Technologies Corporation Board of Directors 2006 Retainer Payment Election Form

**UNITED TECHNOLOGIES CORPORATION  
BOARD OF DIRECTORS**

**2006 RETAINER PAYMENT ELECTION FORM**

I hereby elect to receive my annual retainer for 2006, payable on the date of the annual meeting, in the following form **(please check one)**:

60% Tax-Deferred Stock Units and 40% Cash \_\_\_\_\_,

100% Tax-Deferred Stock Units \_\_\_\_\_.

I elect to receive distribution of my 2006 Deferred Stock Units in **(please check one)**:

- 15 annual installments
- 10 annual installments
- A single lump sum payment

The number of Tax-Deferred Stock Units will be determined by dividing the portion of your retainer to be paid in Stock Units (60% or 100%) by the closing price of UTC stock on the date of the annual meeting. Fractional Stock Units will accumulate in your account. All whole or partial Stock Units will be eligible for dividend equivalents equal to UTC's declared dividend and will be credited to your account as additional Stock Units on the date the dividend is paid.

Upon retirement or termination from the Board, all Stock Units held in your account will be payable in cash, in a lump sum or in 10 or 15 annual installments based on elections on file. During the installment period, the balance in your account will continue to be valued as Stock Units unless you elect to convert the units to an interest bearing account (U.S. Treasury bill rate plus 1%). The value of your account will not be taxable until distribution. In the event of your death before distribution, account proceeds will be distributed to your estate unless a specific beneficiary designation has been made. Stock Units will be governed by the terms and conditions of the Director's Deferred Stock Unit Plan.

\_\_\_\_\_ (signature)

\_\_\_\_\_ (print name)

\_\_\_\_\_ (date)

**Please Return to:** Office of the Corporate Secretary  
United Technologies Corporation  
Fax (860)-660-0250