

UNITED TECHNOLOGIES CORP /DE/
Form DEF 14A
February 24, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

United Technologies Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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(4) Date Filed:

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United Technologies Corporation

One Financial Plaza

Hartford, CT 06101

February 24, 2012

NOTICE OF ANNUAL MEETING OF SHAREOWNERS

Dear Fellow Shareowner:

You are cordially invited to attend UTC's 2012 Annual Meeting of Shareowners. The meeting will be held on April 11, 2012 in the Riviera Theatre located at 225 King Street, in Charleston, South Carolina. The doors will open at 1:30 p.m. and the meeting will begin at 2:00 p.m., Eastern Daylight Time. The meeting will address the following matters:

1. Election of twelve directors from among the nominees described in the accompanying Proxy Statement.
2. Appointment of the firm of PricewaterhouseCoopers LLP as Independent Auditor for 2012.
3. An advisory vote to approve the compensation of the named executive officers.
4. Other business if properly raised.

Shareowners of record of UTC Common Stock at the close of business on February 15, 2012, the record date for the meeting, and their representatives authorized by proxy will be entitled to attend and vote at the meeting.

YOUR VOTE IS VERY IMPORTANT. PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. Most shareowners have a choice of voting over the Internet, by telephone or by using a traditional proxy card. Please refer to the enclosed proxy materials or the information forwarded by your bank, broker or other holder of record to see which voting methods are available to you.

This year we will again seek to conserve natural resources and reduce annual meeting costs by electronically disseminating annual meeting materials as permitted under rules of the Securities and Exchange Commission. Many shareowners will receive a Notice of Internet Availability of Proxy Materials containing instructions on how to access annual meeting materials via the Internet. Shareowners can also request mailed paper copies if preferred.

Since seating is limited, please request a ticket in advance in order to attend. Please refer to page 4 of the accompanying Proxy Statement for further information concerning tickets.

Louis R. Chênevert
Chairman & Chief Executive Officer

PLEASE CONFIRM YOUR PREFERENCE FOR ELECTRONIC DELIVERY OF FUTURE ANNUAL MEETING MATERIALS. You can expedite delivery and avoid costly mailings by confirming in advance your preference for electronic delivery. For further information on how to take advantage of this cost-saving service, please see page 52 of the enclosed Proxy Statement.

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UNITED TECHNOLOGIES CORPORATION

PROXY STATEMENT

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the Annual Meeting, please submit your proxy or voting instructions as soon as possible so that your shares can be voted at the meeting in accordance with your instructions.

The Board of Directors is soliciting proxies for the 2012 Annual Meeting of Shareowners of United Technologies Corporation (UTC , the Company or the Corporation) to be held on April 11, 2012. This Proxy Statement is being made available to shareowners beginning on or about February 24, 2012.

Important Notice Regarding the Availability of Proxy Materials for the Shareowner Meeting to be held on April 11, 2012. UTC s 2012 Proxy Statement and Annual Report to Shareowners for 2011 are available at www.proxyvote.com.

GENERAL INFORMATION REGARDING THE ANNUAL MEETING

How does the Board of Directors recommend that I vote on the matters to be considered at the meeting? The following proposals will be considered at the meeting:

1. Election of twelve directors from among the nominees described in this Proxy Statement. The Board recommends that you vote **FOR** each of the Board s nominees.
2. Appointment of the firm of PricewaterhouseCoopers LLP as Independent Auditor for 2012. The Board recommends that you vote **FOR** this proposal.
3. An advisory vote to approve the compensation of the named executive officers. The Board recommends that you vote **FOR** this proposal. **YOUR VOTE IS VERY IMPORTANT! Please vote your shares in advance of the meeting, using one of the voting methods described below.**

Who is entitled to vote? You are entitled to vote the shares of UTC Common Stock (Common Stock) that you owned at the close of business on February 15, 2012, which is referred to as the record date. Most UTC shareowners hold their shares through a broker, bank, trustee or another nominee, rather than directly in their own name, and as such are referred to as a beneficial owner of shares held in street name. Beneficial owners are entitled to direct their intermediary on how to vote the shares credited to their account. If you are a beneficial owner of Common Stock, your intermediary will either forward to you printed copies of the Proxy Statement and the Annual Report or will provide you with instructions on how you can access the proxy materials electronically, in either case along with instructions for directing the intermediary on how to vote your shares as described below in the response to the question *How can I vote my shares?* .

Alternatively, if your shares are registered directly in your name with UTC s stock registrar and transfer agent, Computershare Trust Company, N.A. (Computershare), you are considered the registered shareowner for those shares. As the registered shareowner, you have the right to vote those shares as described below in the response to the question *How can I vote my shares?* A list of registered shareowners entitled to vote at the meeting will be available at UTC s offices, One Financial Plaza, Hartford, CT, during the ten-day period prior to the meeting, and at the meeting location during the meeting.

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How can I vote my shares? Most shareowners, whether they are beneficial or registered shareowners may vote via the Internet, by telephone, by mail or by attending the Annual Meeting and voting by ballot.

- n **Vote on the Internet.** If you received a mailed Notice of Internet Availability of Proxy Materials, you may access the Proxy Statement and Annual Report and submit your proxy or voting instructions via the Internet by following the instructions provided in the Notice. If you received printed proxy materials, please follow the instructions provided on the enclosed proxy card or voting instruction card in order to vote via the Internet. On the Internet voting site, you can also request electronic delivery of future proxy materials.
- n **Vote by Telephone.** You can submit your proxy or voting instructions by telephone. Simply follow the instructions provided on your proxy card or voting instruction card included with your printed proxy materials. If you received a mailed Notice of Internet Availability of Proxy Materials, you can also vote by telephone by following the instructions provided on the Internet site referred to in the Notice. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.
- n **Vote by Mail.** You can submit your proxy or voting instructions by mail. Simply mark the appropriate boxes, date and sign the proxy card or voting instruction card enclosed with the printed proxy materials, and return it in the postage-paid envelope that is provided. If the envelope is missing, please mail your completed proxy card or voting instruction card to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Please allow sufficient time for delivery of your letter if you decide to vote by mail.
- n **Voting at the Annual Meeting.** Most shareowners may vote in person at the Annual Meeting whether or not they previously have voted via the Internet or by telephone or by mail. Your vote at the Annual Meeting will supersede any prior vote. If you are the beneficial owner of shares of Common Stock, you must obtain a legal proxy from the bank, broker, trustee or other intermediary through which you own the shares in order to receive a ballot to vote at the Annual Meeting. Procedures for voting shares held in the UTC Employee Savings Plan are described below.

In order to authenticate your vote, the Internet and telephone voting facilities require the entry of your confidential voter control number shown on the voting materials you received. If you vote via the Internet or by telephone, you do not need to return a proxy card or voting instruction card. **Internet and telephone voting facilities will be available 24 hours a day until 11:59 p.m., Eastern Daylight Time, on April 10, 2012 (except in the case of participants in the UTC Employee Savings Plan, who must submit voting instructions by 11:00 a.m. Eastern Daylight Time on April 9, 2012, as described below).**

How can I vote my shares held in the UTC Employee Savings Plan? You can direct the voting of your proportionate interest in shares of Common Stock held by the ESOP Fund and the Common Stock Fund under the UTC Employee Savings Plan by returning a voting instruction card or by providing voting instructions via the Internet or by telephone. If you do not provide voting instructions (or if your instructions are incomplete or unclear) as to one or more of the matters to be voted on, the trustee will vote your proportionate interest in shares held by the ESOP Fund for the voting choice that receives the greatest number of votes based on voting instructions received from ESOP Fund participants. The trustee also will vote your uninstructed proportionate interest in shares held by the Common Stock Fund for the voting choice that receives the greatest number of votes based on voting instructions received from Common Stock Fund participants. The trustee will vote all shares of Common Stock held in the ESOP Fund not allocated to participant accounts for the voting choice that receives the greatest number of votes from ESOP Fund participants who submit voting instructions with respect to their allocated shares.

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IMPORTANT NOTICE TO PARTICIPANTS IN THE UTC EMPLOYEE SAVINGS PLAN: Broadridge Financial Solutions (Broadridge), the independent tabulator of votes, must receive your voting instructions by 11:00 a.m., Eastern Daylight Time, on April 9, 2012 in order to tabulate the voting instructions of Savings Plan participants and communicate those instructions to the Savings Plan trustee, who will vote your shares. Because the Savings Plan trustee will vote shares held in the Savings Plan as described above, Savings Plan participants will not be able to vote at the meeting their shares held in the Savings Plan.

Who will count the vote? Will votes be confidential? Representatives of Broadridge will receive and tabulate proxies, act as the independent Inspectors of Election, supervise the voting, decide the validity of proxies and certify their count of all votes and ballots. Broadridge has been instructed that the vote of each shareowner must be kept confidential and may not be disclosed (except in the event of legal proceedings or, in the event of a contested proxy solicitation, to permit the solicitation of the votes of undecided shareowners).

Why did I receive in the mail a one-page Notice of Internet Availability of Proxy Materials rather than a full set of proxy materials? Securities and Exchange Commission (SEC) rules allow companies to provide shareowners with access to proxy materials over the Internet rather than mailing the materials to shareowners. To conserve natural resources and reduce costs, we are sending to many of our shareowners a Notice of Internet Availability of Proxy Materials. The Notice provides instructions for accessing the proxy materials on the website referred to in the Notice or for requesting printed copies of the proxy materials. The Notice also provides instructions for requesting the delivery of the proxy materials for future Annual Meetings in printed form by mail or electronically by email.

How will the proxy holders vote my shares? Your shares will be voted in accordance with your instructions, whether those instructions are given via the Internet, by telephone or by mail. If you are a registered shareowner and sign and return a proxy card or vote via the Internet or by telephone but do not indicate how your shares are to be voted on one or more of the matters listed, the proxy holders will be authorized to vote your uninstructed shares:

n for each of the Board s nominees for election as a director,

n for the appointment of the firm of PricewaterhouseCoopers LLP as Independent Auditor for 2012, and

n for on the advisory vote to approve the compensation of the named executive officers.

If you hold your shares through a broker and do not provide your broker with voting instructions, under the rules of the New York Stock Exchange (NYSE), your broker, with only limited exceptions, will not be permitted to vote your shares. As to the matters to be voted on at the meeting:

n your broker will not have authority without your instructions to vote your shares for the election of directors or with respect to the compensation advisory vote, and

n your broker will have authority without your instructions to vote your shares on the appointment of the Independent Auditor.

To the extent that a broker does not receive voting instructions, we anticipate that the broker may submit a proxy card that votes uninstructed shares FOR or AGAINST the appointment of the Independent Auditor, but indicates that the broker is not voting on each of the other matters submitted for a vote of shareowners at the meeting. The broker s withholding of a vote in these circumstances is referred to as a broker non-vote . The impact of broker non-votes in connection with the matters being submitted to a vote of shareowners at the meeting is discussed below in response to the question *How many votes are needed for the adoption of other matters submitted to a shareowner vote at the meeting?* .

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UTC's Restated Certificate of Incorporation and Bylaws give shareowners the right to cumulate their votes in the election of directors. When voting for the election of directors, each shareowner is entitled to a number of votes equal to the number of shares of Common Stock owned multiplied by the number of directors to be elected. This number of votes may be cast for a single nominee or distributed as votes in favor of two or more nominees, in the discretion of the shareowner.

Because the telephone and Internet voting facilities do not accommodate cumulative voting, registered shareowners wishing to exercise cumulative voting rights must submit a proxy card by mail or, if voting in person at the Annual Meeting, a ballot, that specifies the shareowner's allocation of votes among the nominees. Beneficial shareowners must contact the broker, bank, trustee or other nominee through which they own shares in order to obtain directions on how to exercise cumulative voting rights using their voting instruction card or to request a legal proxy in order to vote their shares directly.

The Board of Directors is soliciting discretionary authority to cumulate votes with respect to the election of directors. Accordingly, the granting of a proxy by return of a signed proxy card or the submission of voting instructions in writing without providing instructions with respect to cumulative voting or by telephone or via the Internet will confer on the designated proxy holders discretionary authority to exercise cumulative voting. In exercising cumulative voting, the proxy holders will be authorized to apply the shareowner's votes in favor of the election of some or all of the nominees in the manner as the Board of Directors shall recommend or otherwise in the discretion of the proxy holders, except that none of the shareowner's votes will be cast for any nominee as to whom the shareowner has given instructions to vote against or abstain from voting. If a shareowner does not wish to grant the proxy holders authority to cumulate the shareowner's votes in the election of directors, the shareowner must explicitly state such objection on the shareowner's proxy card or voting instruction card, as applicable.

Who can attend the Annual Meeting and how can I request tickets? If you were a registered shareowner or beneficial shareowner of Common Stock at the close of business on February 15, 2012, you or your authorized proxy may attend the Annual Meeting. Since seating is limited, we ask that shareowners request tickets in advance to attend. If your shares are registered in your name on the records of Computershare, or if you are a beneficial owner of shares through a UTC employee savings plan, you can request tickets by sending an email request to the Corporate Secretary at corpsec@corphq.utc.com or by writing to the Corporate Secretary. If you hold shares through a broker, bank, trustee or other intermediary, you may request a ticket by writing to the Corporate Secretary and including a copy of an account statement or a legal proxy from the intermediary, in either case showing your ownership of shares as of February 15, 2012. If you forget to bring a ticket, you will be admitted to the meeting only if seats remain available and you provide proof of identification and satisfactory evidence that you were a registered shareowner or beneficial shareowner of Common Stock as of February 15, 2012. All persons seeking admittance to the meeting will be required to provide proof of identification.

PROPOSAL 1: ELECTION OF DIRECTORS

General Information Concerning the Board of Directors. UTC's entire Board is elected annually by the shareowners. The Board, upon the recommendation of the Committee on Nominations and Governance, has nominated for election as directors at the Annual Meeting the twelve nominees listed below, each of whom is a current director. The Board has determined that each of the nominees listed brings strong skills and extensive experience to the Board, giving the nominees as a group the appropriate skills to exercise the Board's oversight responsibilities.

Current director Charles R. Lee is not standing for re-election and will retire from the Board on April 11, 2012 in accordance with UTC's Corporate Governance Guidelines, which require directors to retire from the Board as of the annual meeting following the attainment of age 72. The Directors extend their

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sincere appreciation to Mr. Lee for his dedicated service as a member of UTC's Board of Directors and as Chairman of the Board's Finance Committee.

If any of the Board's nominees become unavailable prior to the Annual Meeting to serve as a director, the Board may select a replacement nominee or reduce the number of directors to be elected. The proxy holders will vote the shares for which they serve as proxy for any replacement candidate nominated by the Board.

Nominees. THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREOWNERS VOTE FOR EACH OF THE FOLLOWING NOMINEES:

LOUIS R. CHÊNEVERT, Chairman & Chief Executive Officer, United Technologies Corporation. Mr. Chênevert was elected Chairman & Chief Executive Officer in January 2010. He previously served as President and Chief Executive Officer from April 2008 through December 2009, as President and Chief Operating Officer from March 2006 through April 2008, and as President of the Pratt & Whitney division of UTC from April 1999 through March 2006. Mr. Chênevert is Vice-Chairman of The Business Council, a member of the US-India CEO Forum and Business Roundtable, and is a founding director and Chairman of the Board of Directors for the Friends of HEC Montréal. He also serves on the Board of Directors of Cargill, the Congressional Medal of Honor Foundation and is Chairman of the Yale Cancer Center's Advisory Board. In 2005, Mr. Chênevert was inducted as a Fellow of the American Institute of Aeronautics and Astronautics (AIAA). Mr. Chênevert is 54 and has been a UTC director since 2006.

Mr. Chênevert's qualifications for election to UTC's Board include his demonstrated leadership skills and extensive operating executive experience acquired in major aerospace and advanced technology businesses with global activities. He is highly experienced in driving operational excellence, development of innovative technologies and attainment of financial objectives under a variety of economic and competitive conditions.

JOHN V. FARACI has been Chairman and Chief Executive Officer of International Paper (paper, packaging and distribution) since 2003. Earlier in 2003, he was elected President and a director of International Paper, and previously served as Executive Vice President and Chief Financial Officer, with additional corporate responsibility for the company's former majority-owned New Zealand subsidiary, Carter Holt Harvey. He joined International Paper in 1974. He serves as Chairman of the US-Brazil CEO Forum. He is a member of the Board of Directors of the American Forest & Paper Association and the National Fish and Wildlife Foundation and a member of the Board of Trustees of the American Enterprise Institute. He is also a member of the Moscow School of Management SKOLKOVO Advisory Board and the Denison University Board of Trustees. Mr. Faraci is 62 and has been a UTC director since 2005.

Mr. Faraci's qualifications for election to UTC's Board include his ability to provide the perspective of an active Chief Executive Officer, based upon his leadership experience at a large international corporation with operations worldwide. He has overseen significant changes in International Paper's portfolio of businesses while continuing its commitment to responsible stewardship of natural resources, as affirmed in published sustainability reports. Mr. Faraci qualifies as an audit committee financial expert due to his experience as Chief Executive Officer in supervising the principal financial officer at International Paper, as well as his previous experience as CFO for International Paper.

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JEAN-PIERRE GARNIER, Ph.D., has served as Chairman of the Board of Directors of Actelion Ltd. (biopharmaceuticals) since September 2011. He previously served as Chief Executive Officer of Pierre Fabre SA (pharmaceuticals and cosmetics) from 2008 to 2010 and as Chief Executive Officer and Executive Member of the Board of Directors of GlaxoSmithKline plc (pharmaceuticals) from 2000 to 2008. Dr. Garnier served as Chief Executive Officer of SmithKline Beecham plc in 2000 and as Chief Operating Officer and Executive Member of the Board of Directors of SmithKline Beecham plc from 1996 to 2000. Dr. Garnier is also a director of Renault S.A. and Chairman of Cerenis Therapeutics (biopharmaceutical development). In 2009, he was made a Knight Commander of the British Empire. In 2007, he was promoted from Chevalier to Officier de la Légion d'Honneur of France. In 2006, he was named to the global list of top 20 CEOs by the Best Practice Institute. He was previously Chairman of NormOxys, Inc. (biopharmaceuticals) from 2010 to 2011, and a board member of the Stanford Advisory Council on Interdisciplinary Biosciences, Weill Cornell Medical College and the Dubai International Capital Advisory Board. He is currently an operating partner at Advent International (global private equity) and a member of the Board of Trustees of the Paul Newman Foundation. Dr. Garnier is 64 and has been a UTC director since 1997.

Dr. Garnier's qualifications for election to UTC's Board include his ability to bring to the Board his broad international perspective, as well as his experience as CEO for two large public companies with global operations. Following the merger in 2000 of Glaxo Wellcome plc and SmithKline Beecham, Dr. Garnier oversaw the successful integration of these two large companies involved to a significant extent in different sectors of the pharmaceutical industry. Due to his many years of experience leading large organizations in the U.S. and in Europe, Dr. Garnier also has extensive expertise in executive compensation programs in these markets.

JAMIE S. GORELICK is a partner at the international law firm, WilmerHale, having joined the firm in 2003. Ms. Gorelick represents companies on regulatory, compliance, governance and enforcement issues. She has held numerous positions in the U.S. Government, serving as Deputy Attorney General of the United States, as General Counsel of the Department of Defense, as Assistant to the Secretary of Energy, and as a member of the bipartisan National Commission on Terrorist Threats Upon the United States. Ms. Gorelick is currently a member of the boards of the John D. and Catherine T. MacArthur Foundation, the Washington Legal Clinic for the Homeless, and The Urban Institute. She is a member of the Council on Foreign Relations. In February 2012, Ms. Gorelick became a member of the Board of Directors of Amazon.com, Inc. She previously served as a director of Schlumberger, Ltd. from 2002 to 2010. Ms. Gorelick is 61 and has been a UTC director since 2000.

Ms. Gorelick's qualifications for election to UTC's Board include her extensive experience in government, which is beneficial to UTC as a major government contractor, as well as her experience counseling on complex litigation, investigation and compliance matters. Ms. Gorelick is co-chair of WilmerHale's Defense, National Security and Government Contracts Practice Group. She provides important insights on government relations, public policy and contracting matters due to her extensive experience in the public sector.

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EDWARD A. KANGAS served as Chairman and Chief Executive Officer of Deloitte, Touche, Tohmatsu (audit and tax services) from 1989 to 2000. He has served as Non-Executive Chairman of the Board at Tenet Healthcare Corporation since July 2003, and is a board member of Allscripts Healthcare Solutions, Inc., Hovnanian Enterprises Inc. and Intuit Inc. He is a past Chairman of the National Multiple Sclerosis Society and is an Executive Committee member of the Committee for Economic Development. Mr. Kangas is 67 and has been a UTC director since 2008.

Mr. Kangas' qualifications for election to UTC's Board include his extensive financial and accounting expertise, acquired through oversight of Deloitte's audits of public companies in a wide range of industries. His service as non-executive chairman of a healthcare company and as a director of a housing and a technology company add to his general industry knowledge relevant to UTC and its businesses. Mr. Kangas qualifies as an audit committee financial expert.

ELLEN J. KULLMAN has served as Chair of E.I. du Pont de Nemours and Company (basic materials and innovative products and services for diverse industries) since January 2010, as Chief Executive Officer of DuPont since January 2009 and as a director of DuPont since 2008. Mrs. Kullman served as President of DuPont from October 2008 to December 2008. From June 2006 through September 2008, she served as Executive Vice President responsible for DuPont Coatings & Color Technologies; DuPont Electronic & Communication Technologies; DuPont Performance Materials; DuPont Safety & Protection; Marketing & Sales; Pharmaceuticals; Risk Management; and Safety & Sustainability. Prior to that, Mrs. Kullman was Group Vice President-DuPont Safety & Protection. She is a member of the US-India CEO Forum, the Business Council, and the executive committee of SCI-America. Mrs. Kullman is co-chair of the National Academy of Engineering Committee on Changing the Conversation: From Research to Action. She is on the board of trustees of Tufts University and serves on the board of overseers at Tufts University School of Engineering. Mrs. Kullman formerly served as a director of General Motors Company from 2004 to 2008. She is 56 and has been a UTC director since January 2011.

Mrs. Kullman's qualifications for election to UTC's Board include her experience as Chair and CEO of an S&P 100 company with a 200 plus year history of innovation and diverse operations worldwide. She brings extensive experience in the application of market-driven science to the development of important franchises and brands, with focus on sustainable products and enhancement of shareowner value during periods of economic growth and challenge. She has deep experience and offers insights in the implementation of business strategies in major global markets, including many of importance to UTC.

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RICHARD D. MCCORMICK served as Chairman of the Board of U S WEST, Inc. (telecommunications) from June 1998 until his retirement in May 1999. He was Chairman, President and Chief Executive Officer of U S WEST, Inc. from May 1992 until June 1998. In addition, he is a former Chairman and Honorary Chairman of the International Chamber of Commerce, a former Chairman and Chairman Emeritus of the United States Council for International Business, a trustee of the Denver Art Museum, Vice President of the Denver Art Museum Foundation and Director Emeritus of Creighton University. He served as a director of Wells Fargo from 1983 through 2011 (including service on the board of a predecessor bank), and as a director of Nortel Networks Corporation and Nortel Networks Limited from 2005 to 2009. Mr. McCormick is 71 and has been a UTC director since 1999.

Mr. McCormick's qualifications for election to UTC's Board include his ability to offer the perspectives of a former CEO of a major public company that successfully adjusted to significant structural and technological changes in its industry. His service as Chairman of the International Chamber of Commerce and the United States Council for International Business allows him to provide important insights into issues facing companies with extensive international operations. Due to his experience supervising the principal financial officer of U S WEST, Mr. McCormick also qualifies as an audit committee financial expert.

HAROLD MCGRAW III has been Chairman of the Board of The McGraw-Hill Companies (global information services) since 1999 and President and Chief Executive Officer of McGraw-Hill since 1998. Mr. McGraw was President and Chief Operating Officer of McGraw-Hill from 1993 to 1998. He is also a director of ConocoPhillips. Mr. McGraw is Chairman of the Emergency Committee for American Trade, the United States Council for International Business, and the U.S.-India Business Council. He also serves on the US-India CEO Forum, the U.S. Trade Representative's Advisory Committee for Trade Policy and Negotiations, and the executive committee of The Business Roundtable. In addition, he chairs the Committee Encouraging Corporate Philanthropy and serves on the boards of many organizations including the Council for Economic Education, the New York Public Library, Carnegie Hall, and the National Academy Foundation. Mr. McGraw is 63 and has been a UTC director since 2003.

Mr. McGraw's qualifications for election to UTC's Board include his extensive experience as an active CEO of a leading provider of global information services with a diverse portfolio of knowledge-based businesses. Under his leadership, McGraw-Hill has undergone significant changes, with rigorous focus on strategic growth of its portfolio of businesses and enhancement of shareholder value in a variety of economic and market conditions. McGraw-Hill is a recognized global leader in providing critical financial, construction and aerospace industry data and other reports relied upon by major companies and investors.

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RICHARD B. MYERS, Ret. U.S. Air Force General, served as Chairman of the U.S. Joint Chiefs of Staff from 2001 to 2005. He was the principal military adviser to the President, Secretary of Defense, and the National Security Council. He was appointed Vice Chairman by President Clinton, which included acting as Chairman of the Joint Requirements Oversight Council, Vice Chairman of the Defense Acquisition Board, and member of the National Security Council Deputies Committee and the Nuclear Weapons Council. He also serves on the boards of Aon Corporation, Deere & Company, Northrop Grumman and Rivada Networks. General Myers is the Foundation Professor of Military History at Kansas State University and holds the Colin Powell Chair of National Security Leadership, Character and Ethics at the National Defense University. He is a member of the Defense Health Board. General Myers is 69 and has been a UTC director since 2006.

General Myers' qualifications for election to UTC's Board include his deep experience in military affairs, as well as global security and geo-political issues acquired during his distinguished career in the military and service as Chairman of the Joint Chiefs of Staff. General Myers served as the principal military adviser to national leaders during the earliest stages of the U.S. response to the attacks of September 11, 2001. General Myers provides UTC with critical leadership experience and perspectives on opportunities and challenges for UTC's government contracting businesses.

H. PATRICK SWYGERT served as President of Howard University from 1995 to 2008. Mr. Swygert served as President of the University at Albany, State University of New York from 1990 to 1995, and as Executive Vice President of Temple University from 1987 to 1990. He also serves on the board of The Hartford Financial Services Group Inc. Mr. Swygert served as a director of Fannie Mae from 2000 to 2008. Mr. Swygert is a member of the Advisory Council for the Smithsonian Institution's National Museum of African American History and Culture, the D.C. Emancipation Commemoration Commission, the U.S. National Commission for the United Nations Educational, Scientific and Cultural Organization (UNESCO), and the Eisenhower Fellowship Foundation. Mr. Swygert is 68 and has been a UTC director since 2001.

Mr. Swygert's qualifications for election to UTC's Board include his leadership skills in overseeing the financial and academic revitalization of two major universities, as well as his ability to provide important perspectives on a wide range of government relations and civic issues. In addition to his senior leadership experience in academia, Mr. Swygert also has had a distinguished career in government service, in the law and as a law professor.

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ANDRÉ VILLENEUVE is Chairman of the City of London's International Regulatory Strategy Group. He served as Non-Executive Chairman of LIFFE (now part of NYSE Euronext group), the London futures and derivatives exchange, from 2003 to 2009. He was an executive director of Reuters from 1989 to 2000. He was Chairman of Instinet Corp., an electronic brokerage subsidiary of Reuters, from 1990 to 1999, and Executive Chairman from 1999 to 2002. Mr. Villeneuve was Chairman of Promethee, the French think tank, from 1998 to 2002 and non-executive director of Aviva PLC from 1996 to 2006. He served as a non-executive director of IFRI (Institut Francais des Relations Internationales) from 2003 to 2009 and EuroArbitrage from 2003 to 2009. He is a non-executive director of the Lloyds Franchise Board, IFSL (International Financial Services London), TheCityUK and serves on several City of London steering groups. Mr. Villeneuve is 67 and has been a UTC director since 1997.

Mr. Villeneuve's qualifications for election to UTC's Board include his ability to offer a broad international perspective on issues considered by the Board and his extensive expertise in financial markets for complex securities and financial information services. Mr. Villeneuve's supervision of principal financial officers of several large businesses of Reuters qualifies him as an audit committee financial expert. He provides important perspectives on financial markets and financial and economic trends.

CHRISTINE TODD WHITMAN served as Administrator of the U.S. Environmental Protection Agency from January 2001 through June 2003. She was Governor of the State of New Jersey from 1994 through 2001. She has served as President of The Whitman Strategy Group (environment and public policy consulting) since December 2004. Governor Whitman is a member of the Board of Directors of Texas Instruments Incorporated, S.C. Johnson & Son, Inc., the Council on Foreign Relations and the American Security Project. In addition, she serves on the board of trustees of the Eisenhower Fellowship Foundation and as Chair of its Executive Committee, and the Steering Committee of The Cancer Institute of New Jersey. She is a member of the National Council of the National Parks Conservation Association. Governor Whitman is 65 and has been a UTC director since 2003.

Governor Whitman's qualifications for election to UTC's Board include her ability to provide important perspectives on environmental, public policy and government relations issues, based on her extensive experience leading national environmental initiatives and her service as Governor of the State of New Jersey. She is able to provide insights on a broad range of current and developing issues due to her firm's active consulting practice on environmental and public policy issues.

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Security Ownership of Directors, Nominees, Executive Officers and Certain Beneficial Owners. The following table shows, as of February 15, 2012, the shares of UTC Common Stock beneficially owned (as that term is defined under SEC Rule 13d-3) by each director, each nominee for election as a director, each of the named executive officers listed in the Summary Compensation Table on page 36 of this Proxy Statement (the "Named Executive Officers") and all directors and executive officers as a group. Each director, nominee and executive officer, and the directors and executive officers as a group beneficially owned less than 1% of the outstanding shares of UTC Common Stock. Except as otherwise indicated in footnotes to the table below, each of the listed persons and the members of the group had sole voting power and sole investment power with respect to the shares shown as beneficially owned.

Name	Shares Beneficially Owned⁽¹⁾
Louis R. Chênevert	2,539,288
John V. Faraci	26,679
Jean-Pierre Garnier	94,337
Jamie S. Gorelick	81,710
Edward A. Kangas	18,122
Ellen J. Kullman	3,040
Charles R. Lee	162,090
Richard D. McCormick	115,512
Harold McGraw III	48,536
Richard B. Myers	17,189
H. Patrick Swygert	43,369
André Villeneuve	77,878
Christine T. Whitman	37,729
Alain M. Bellemare	248,519 ⁽²⁾
Geraud Darnis	1,185,300
Gregory J. Hayes	588,049 ⁽³⁾
Didier Michaud-Daniel	97,407
Directors & Executive Officers as a group (24 in total)	7,288,903 ⁽⁴⁾

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- (1) The shares of Common Stock shown as beneficially owned include the shares listed in the table below as to which the listed person or the members of the group: (i) had the right to acquire beneficial ownership within 60 days through exercise of stock options or otherwise, (ii) had the right to acquire beneficial ownership within 60 days through the conversion of restricted stock units (RSUs) upon resignation or retirement from UTC s Board of Directors or (iii) had the right to acquire beneficial ownership within 60 days through the conversion of deferred stock units (DSUs) upon resignation or retirement from UTC s Board of Directors. The restricted stock units and deferred stock units are more fully described in Director Compensation on pages 46 and 47 of this Proxy Statement.

Name		Shares as to which listed person has right to acquire beneficial ownership within 60 days by exercise of stock options	Shares as to which listed person has right to acquire ownership within 60 days upon conversion of RSUs	Shares as to which listed person has right to acquire ownership within 60 days upon conversion of DSUs
L. Chênevert		2,152,000		
G. Hayes	UTC Employee Retirement Plan	22	\$597,802	
	UTC Pension Preservation Plan	22	\$2,499,185	
	Total		\$3,096,987	
G. Darnis	UTC Employee Retirement Plan	28	\$911,789	
	UTC Pension Preservation Plan	28	\$5,324,230	
	Total		\$6,236,019	
A. Bellemare	UTC Employee Retirement Plan	5	\$166,690	
	UTC Pension Preservation Plan	5	\$519,149	
	Pratt & Whitney Canada Pension Plan ⁽³⁾	10	\$1,354,132	
	Total		\$2,039,971	
D. Michaud-Daniel	UTC Employee Retirement Plan	4	\$76,704	
	UTC Pension Preservation Plan	4	\$198,001	
	Otis France Chapeau Pension Plan ⁽⁴⁾	15	\$1,624,978	
	Total		\$1,899,683	

- (1) Calculation of present value reflects the FASB ASC Topic 715 pension expense assumptions described in Note 11, Employee Benefit Plans, to the Consolidated Financial Statements in Exhibit 13 to UTC s 2011 Annual Report on Form 10-K. Amounts are calculated at the earliest date that a participant can retire without a reduction of benefits due to age.
- (2) Mr. Chênevert s benefits are determined under the formula applicable to U.S. salaried employees, based on his UTC service from date of hire, offset by benefits payable separately under the Pratt & Whitney Canada Pension plan.

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- (3) Consists of amounts accrued under the Pratt & Whitney Canada Pension plan. The benefit formula for this plan is substantially similar to the FAE formula in the UTC Employee Retirement Plan. Benefits are payable as an annuity.
- (4) The Otis France Chapeau Pension plan provides benefits equal to 1% of earnings for each year of service up to a maximum of 15 years. Aggregate benefits payable under the plan and the UTC retirement programs may not exceed 60% of pay. Earnings recognized under this formula are the sum of the three-year final average base pay and annual bonus. Benefits are offset partially by other French social benefits. Employment must continue through age 60 to qualify for benefits.

Retirement benefits are provided through the UTC Employee Retirement Plan and the UTC Pension Preservation Plan (PPP), each of which is a defined benefit retirement plan with both a traditional final average earnings (FAE) formula and, for newer participants, a cash balance formula. In combination, the plans FAE formula provides an annual benefit payment equal to 2% of earnings for each year of service up to a maximum of 20 years, plus 1% of earnings for each year thereafter, minus 1.5% of Social Security benefits for each year of service up to a maximum of 50%. Earnings recognized under this formula consist of the highest average combined annual base salary and bonus calculated over any consecutive five-year period of the executive s employment. The FAE formula does not include long-term incentive compensation in earnings. Normal retirement age is 65; unreduced retirement benefits are available at age 62 for retirements with at least ten years of service. None of the NEOs qualify for unreduced retirement benefits as of fiscal year-end. Early retirement benefits are available at age 55 with at least ten years of service, reduced by 0.2% for each month by which the early retirement date precedes age 62. Vesting requires three years of service. Benefits for Messrs. Darnis and Hayes include amounts accrued under different formulas of Carrier and Sundstrand predecessor plans, respectively, that have since been merged into UTC retirement plans. Mr. Chênevert accrued benefits under the Pratt & Whitney Canada Pension plan that have been integrated into his PPP accrued benefit. Mr. Michaud-Daniel accrued benefits under the UTC Employee Retirement Plan and the PPP, in accordance with a cash balance formula that credits an amount equal to 8% of pay (base salary plus annual bonus) and interest credited at 4.19% for 2011. He also participated in the Otis France Chapeau Pension plan. Under this plan, benefits equal 1% of final salary accrued each year up to a maximum of 15 years and vest upon retirement at age 60 or later. The Pratt & Whitney Canada Pension plan utilizes the same benefit formula as the FAE formula under the UTC Employee Retirement Plan and the PPP and recognizes Mr. Bellemare s compensation increases, resulting in additional accrued benefits under this plan. Changes to UTC s pension program that will take effect in 2015 are discussed in the CD&A at page 25.

The UTC Employee Retirement Plan is a tax-qualified plan subject to Internal Revenue Code provisions that, as of the 2011 fiscal year-end, limit recognized annual compensation to \$245,000 and the annual retirement benefit to \$195,000. This Plan does not offer a lump-sum distribution option under the FAE formula. However, a lump-sum distribution is available under the cash balance formula. The PPP is an unfunded, nonqualified retirement plan utilizing the same benefit formula, compensation recognition, retirement eligibility and vesting provisions as the tax-qualified UTC Employee Retirement Plan. The PPP restores the benefits not provided under the qualified plan due to the Internal Revenue Code limitations on annual compensation recognition and the annual retirement benefit. Because amounts payable under the PPP are unfunded and unsecured, a lump-sum distribution option is available. Unlike distributions from qualified plans, a PPP lump-sum distribution is immediately fully taxable as ordinary income. To approximate actuarial equivalence to a pension annuity in light of the disparate tax treatment, the lump-sum calculation uses a discount rate equal to the Barclay s Capital Municipal Bond Index averaged over five years (currently 4%).

Table of Contents**Nonqualified Deferred Compensation**

Name	Plan	Executive contributions in last FY (\$) ⁽¹⁾	Registrant contributions in last FY (\$) ⁽²⁾	Aggregate earnings in last FY (\$) ⁽³⁾	Aggregate withdrawals/distributions (\$)	Aggregate balance at last FYE (\$) ⁽⁴⁾
L. Chênevert	UTC DCP	\$0	\$0	-\$29,354	\$0	\$1,242,583
	UTC SRP	\$326,175	\$195,705	-\$12,611	\$0	\$716,316
G. Hayes	UTC DCP	\$0	\$0	\$2,635	\$0	\$853,801
	UTC SRP	\$91,275	\$54,765	-\$5,057	\$0	\$195,582
G. Darnis	UTC DCP	\$662,278	\$0	\$23,106	\$0	\$767,465
	UTC SRP	\$66,930	\$40,158	-\$1,712	\$0	\$179,136
A. Bellemare	UTC DCP	\$0	\$0	\$0	\$0	\$0
	UTC SRP	\$54,641	\$32,785	-\$5,042	\$0	\$125,088
D. Michaud-Daniel	UTC DCP	\$0	\$0	\$0	\$0	\$0
	UTC SRP	\$63,450	\$38,070	-\$5,535	\$0	\$147,736

(1) Amounts in this column are included in the Salary and Bonus columns of the Summary Compensation Table.

(2) Amounts in this column are included in the All Other Compensation column of the Summary Compensation Table.

(3) Amounts credited or debited reflect returns on the hypothetical investment accounts described below. Amounts credited do not constitute above-market earnings except for \$8,983 credited to Mr. Hayes under a frozen Sundstrand Corporation Deferred Compensation Plan.

(4) Amounts in this column include deferrals by the executive in current and prior years less withdrawals. Total amounts deferred in prior years equal \$512,355, \$501,407, \$116,130, \$16,812 and \$17,400 for Messrs. Chênevert, Hayes, Darnis, Bellemare and Michaud-Daniel, respectively.

The UTC Deferred Compensation Plan (DCP) offers a participant the opportunity to defer up to 50% of annual base salary and up to 70% of annual bonus. The minimum deferral period is five years. Distribution options are a lump-sum payment or annual installments for between two and 15 years. If a participant terminates prior to retirement eligibility, all balances are paid as a lump-sum in April following termination. Amounts deferred can be allocated to one of the hypothetical investment accounts described below.

The UTC Savings Restoration Plan (SRP), is a nonqualified, unfunded deferred compensation arrangement that offers participants the opportunity to defer up to 6% of pay (base salary and bonus) above the annual IRC compensation limit (\$245,000 in 2011) applicable to the UTC tax-qualified 401(k) plan. Under the SRP, UTC will make matching deferrals equal to 60% of the amount deferred by the executive in the form of UTC deferred stock units. Participants are vested in their own deferrals and vest in the UTC match after three years of service. Amounts credited under the SRP may be distributed in a lump-sum payment or annual installments between two and 15 years. Employee deferrals are distributed in cash and Company matching amounts are distributed in shares of UTC Common Stock. Amounts deferred by the employee may be allocated to one of the hypothetical investment accounts described below.

The DCP and SRP offer the following hypothetical investment accounts: (i) a fixed rate account credited with interest equal to the average yield on a ten-year Treasury Note during the first ten months of the preceding calendar year, plus 1%, but not to exceed 120% of the IRS Applicable Federal Rate (3.984% for 2011); (ii) Income Fund (3.87% for 2011); (iii) Equity Fund S&P 500 (1.99% for 2011); (iv) Government / Credit Bond Fund (7.91% for 2011); (v) Small Company Stock Fund (-4.16% for 2011); (vi) International Equity Fund (-12.34% for 2011); (vii) Emerging Markets Equity Fund (-18.85% for 2011); (viii) the return on UTC Common Stock with dividend reinvestment (-4.59% for 2011); and (ix) age-specific target retirement date funds (none of the NEOs participate in these funds).

Table of Contents**Potential Payments on Termination or Change-in-Control**

As described in the CD&A, the NEOs are eligible for a severance benefit of 2.5 times base salary, and a severance benefit equal to 2.99 times the sum of base salary plus target bonus in the event of a change-in-control.

This table provides information concerning the value of payments and benefits that each of the NEOs would have been entitled to receive had employment terminated on December 31, 2011, under various circumstances. Under UTC's programs, benefit eligibility and the value of benefits an executive is entitled to receive vary depending on the reason for termination and whether the executive is eligible for retirement as of the termination date.

Payment Type	L. Chênevert	G. Hayes	G. Darnis	A. Bellemare	D. Michaud-Daniel
Termination Involuntary (For Cause)					
Cash Payment ⁽¹⁾	\$0	\$0	\$0	\$0	\$0
Pension Benefit ⁽²⁾	\$19,402,314	\$3,423,752	\$7,429,947	\$2,357,215	\$218,040
Option/SAR Value ⁽³⁾	\$0	\$0	\$0	\$0	\$0
PSU Value ⁽⁴⁾	\$0	\$0	\$0	\$0	\$0
Dividend Equivalents ⁽⁵⁾	\$0	\$0	\$0	\$0	\$0
Sub-Total	\$19,402,314	\$3,423,752	\$7,429,947	\$2,357,215	\$218,040
Less: Vested Pension	(\$19,402,314)	(\$3,423,752)	(\$7,429,947)	(\$2,357,215)	(\$218,040)
Amount Triggered due to Termination	\$0	\$0	\$0	\$0	\$0
Voluntary					
Cash Payment ⁽¹⁾	\$0	\$0	\$0	\$0	\$0
Pension Benefit ⁽²⁾	\$19,402,314	\$3,423,752	\$7,429,947	\$2,357,215	\$218,040
Option/SAR Value ⁽³⁾	\$32,352,230	\$7,084,212	\$16,813,670	\$3,289,130	\$3,018,959
PSU Value ⁽⁴⁾	\$12,222,110	\$3,614,812	\$3,614,008	\$2,933,686	\$3,069,780
Dividend Equivalents ⁽⁵⁾	\$0	\$0	\$0	\$0	\$0
Sub-Total	\$63,976,654	\$14,122,776	\$27,857,625	\$8,580,031	\$6,306,779
Less: Vested Pension and Equity	(\$63,976,654)	(\$14,122,776)	(\$27,857,625)	(\$8,580,031)	(\$6,306,779)
Amount Triggered due to Termination	\$0	\$0	\$0	\$0	\$0
Termination Involuntary (Not For Cause)					
Cash Payment ⁽¹⁾	\$4,250,000	\$2,000,000	\$2,250,000	\$1,687,500	\$1,525,000
Pension Benefit ⁽²⁾	\$19,402,314	\$3,423,752	\$7,429,947	\$2,357,215	\$218,040
Option/SAR Value ⁽³⁾	\$32,352,230	\$7,084,212	\$16,813,670	\$3,289,130	\$3,018,959
PSU Value ⁽⁴⁾	\$12,222,110	\$3,614,812	\$3,614,008	\$2,933,686	\$3,069,780
Dividend Equivalents ⁽⁵⁾	\$0	\$0	\$0	\$0	\$0
Sub-Total	\$68,226,654	\$16,122,776	\$30,107,625	\$10,267,531	\$7,831,779
Less: Vested Pension and Equity	(\$63,976,654)	(\$14,122,776)	(\$27,857,625)	(\$8,580,031)	(\$6,306,779)
Amount Triggered due to Termination	\$4,250,000	\$2,000,000	\$2,250,000	\$1,687,500	\$1,525,000
Termination Change-in-Control					
Cash Payment ⁽⁷⁾	\$13,215,800	\$4,544,800	\$5,112,900	\$3,834,675	\$3,465,410
Pension Benefit ⁽²⁾	\$19,402,314	\$3,423,752	\$7,429,947	\$2,357,215	\$218,040
Option/SAR Value ⁽⁸⁾	\$32,762,630	\$7,186,812	\$16,950,470	\$3,289,130	\$3,018,959
PSU Value ⁽⁸⁾	\$19,961,244	\$5,898,071	\$5,572,309	\$4,618,338	\$4,839,947
Dividend Equivalents ⁽⁵⁾	\$2,857,134	\$1,019,911	\$2,262,685	\$439,519	\$335,531

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Sub-Total	\$88,199,122	\$22,073,346	\$37,328,311	\$14,538,877	\$11,877,887
Less: Vested Pension, Equity and Dividend Equivalents	(\$63,976,654)	(\$14,122,776)	(\$27,857,625)	(\$8,580,031)	(\$6,306,779)
Amount Triggered due to Termination	\$24,222,468	\$7,950,570	\$9,470,686	\$5,958,846	\$5,571,108

(1) Amounts shown are payable under the ELG separation arrangement. The ELG separation benefit is a cash payment equal to 2.5 times base salary and is provided in the event of a mutually agreeable separation. A mutually agreeable separation

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occurs when: (i) the ELG participant's position with UTC has been eliminated or diminished by a divestiture, restructuring, shift in priorities or similar event; or (ii) the executive retires at age 62 or older. Mr. Michaud-Daniel is not eligible for a separation benefit in the event of retirement after age 62 and will instead vest in his ELG RSU retention award, as discussed in footnote (3) to the Outstanding Equity Awards at Fiscal Year-End table. Voluntary terminations prior to age 62 or terminations related to misconduct do not qualify as mutually agreeable.

Receipt of the ELG separation benefit is contingent upon execution of an agreement with UTC containing the following covenants made by the executive for the protection of UTC: (i) three-year non-compete; (ii) three-year employee non-solicitation; (iii) non-disparagement; (iv) protection of confidential, sensitive and proprietary information; and (v) post-termination cooperation obligations. The ELG separation benefit is not treated as compensation for purposes of determining benefits under the UTC's pension plans or any other benefit program. This benefit is payable as a lump-sum. Distributions are subject to certain restrictions imposed by Internal Revenue Code Section 409A. Benefit plan participation and fringe benefits are not continued following termination under the ELG separation arrangement.

- (2) Pension benefits under the standard retirement benefit formula that exceed Internal Revenue Code limits for tax-qualified plans may be paid as a lump-sum. Amounts in this column reflect the estimated lump-sum payment of the nonqualified portion of the retirement benefit, assuming retirement or termination on December 31, 2011, payable as of such date or attainment of age 55. Mr. Bellemare's pension benefit also includes amounts attributable to his Pratt & Whitney Canada Executive Employees' registered and supplemental pension plans.
- (3) The vesting of outstanding SARs is accelerated in the event of a voluntary termination or an involuntary (not for cause) termination after attaining retirement age (i.e., 55 plus 10 years of service) or satisfying the rule of 65 (i.e., age 50 plus 15 years of service) provided that the awards have been outstanding for at least one year. Accelerated vesting will not, however, occur for the SARs granted on April 9, 2008. All values are based on the December 31, 2011 closing price of UTC Common Stock on the NYSE of \$73.09. In the event of an involuntary termination for cause, outstanding stock options and SARs will be terminated.
- (4) In the event of a voluntary termination or an involuntary not for cause termination following attainment of retirement age or satisfying the rule of 65, PSUs held for at least one year remain eligible to vest following completion of the performance period if, and to the extent, the performance targets are achieved. Values shown reflect the December 31, 2011 year-end Common Stock closing price on the NYSE of \$73.09. Amounts shown reflect the current most probable vesting based on actual 2011 and 2010 EPS performance and the actual payout level for the 2009 PSU grant. In the event of an involuntary termination for cause, outstanding PSUs are subject to forfeiture.
- (5) Dividend equivalents (DEs) were earned under the terms of UTC's Continuous Improvement Incentive Program (CIIP), a performance-based long-term incentive plan, as in effect prior to 2006. Each DE, until it expires, entitles the holder to a cash payment equal to the dividend paid on one share of UTC Common Stock. All outstanding DEs are fully vested; however, DEs are subject to forfeiture upon involuntary termination for cause. In the event of a change-in-control, all future DE payments are accelerated and paid in a lump-sum at the time of the change-in-control (based on the dividend rate in effect at the time of the change-in-control). Amounts shown in Termination Change-in-Control equal the current dividend rate multiplied by the number of quarterly dividend payments between the assumed change-in-control date (December 31, 2011) and the DE award expiration date, discounted using 120% of the Applicable Federal Rate as of December 31, 2011.
- (6) This table includes estimated amounts payable as a result of a termination of employment following a change-in-control. Change-in-control benefits are provided in accordance with the Senior Executive Severance Plan (SESP). Amounts shown reflect the recent benefit reductions to the program, as discussed in the CD&A. Acquisition of 20% of UTC's voting securities by a person or a group or a change in the majority of the Board of Directors constitutes a change-in-control. Executives are eligible for the SESP benefits in the event of a change-in-control and a subsequent involuntary termination or resignation for good reason (i.e., a material adverse change in the executive's position, compensation, benefits or work location). Receipt of SESP benefits is subject to an ongoing obligation to protect confidential Company information. An executive may receive the greater of SESP or ELG separation benefits (as described in footnote (1) above), but not both. SESP benefits are reduced by 1/36th for each month that termination occurs after age 62, and accordingly are completely phased out at age 65.
- (7) Reflects a lump-sum cash payment under the SESP in an amount equal to 2.99 times the sum of the executive's base salary and target bonus.
- (8) In the event of termination following a change-in-control, the SESP provides for the accelerated vesting of all outstanding SARs and PSUs (including SARs and PSUs outstanding for less than one year and the April 9, 2008 SAR grant). Values shown are based on the December 31, 2011 year-end UTC Common Stock closing price on the NYSE of \$73.09. PSU values reflect vesting at target except where actual performance is known as of December 31, 2011.

Table of Contents**Director Compensation**

Name	Fees earned or paid		Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
	in cash (\$) ⁽¹⁾							
Louis R. Chênevert	\$0		\$0	\$0	\$0	\$0	\$0	\$0
John V. Faraci	\$0		\$280,000	\$0	\$0	\$0	\$0	\$280,000
Jean-Pierre Garnier	\$0		\$255,000	\$0	\$0	\$0	\$0	\$255,000
Jamie S. Gorelick	\$96,000		\$144,000	\$0	\$0	\$0	\$0	\$240,000
Edward A. Kangas	\$5,000		\$270,000	\$0	\$0	\$0	\$1,731 ⁽⁴⁾	\$276,731
Ellen J. Kullman	\$96,000		\$244,000	\$0	\$0	\$0	\$1,996 ⁽⁴⁾	\$341,996
Charles R. Lee	\$107,000		\$153,000	\$0	\$0	\$0	\$0	\$260,000
Richard D. McCormick	\$5,000		\$280,000	\$0	\$0	\$0	\$0	\$285,000
Harold McGraw III	\$0		\$240,000	\$0	\$0	\$0	\$0	\$240,000
Richard B. Myers	\$108,000		\$162,000	\$0	\$0	\$0	\$133 ⁽⁴⁾	\$270,133
H. Patrick Swygert	\$0		\$270,000	\$0	\$0	\$0	\$16,747 ⁽⁵⁾	\$286,747
André Villeneuve	\$0		\$270,000	\$0	\$0	\$0	\$0	\$270,000
Christine T. Whitman	\$102,000		\$153,000	\$0	\$0	\$0	\$0	\$255,000

- (1) Amounts in this column reflect annual retainer fees paid in cash in 2011, as well as cash payments made to Mr. Kangas, Mr. Lee and Mr. McCormick for in-person attendance at a special meeting of the Board during 2011.
- (2) Amounts in this column reflect the grant date fair value of deferred stock unit awards (DSUs) credited to the account of the director, including the portion of the director's annual cash retainer that the director elected to receive in DSUs calculated in accordance with FASB ASC Topic 718. The assumptions made in the valuation of these awards are set forth in Note 11, Employee Benefit Plans, to the Consolidated Financial Statements in Exhibit 13 to UTC's 2011 Annual Report on Form 10-K (available at <http://www.utc.com/Investor+Relations/SEC+Filings>). DSUs awarded in 2011 were calculated based on the NYSE closing price of UTC Common Stock on April 13, 2011, the date of the 2011 Annual Meeting. DSUs are credited with dividend equivalents and are payable in stock following retirement. As of December 31, 2011, directors held the following numbers of unvested restricted stock units attributable to their initial \$100,000 RSU grant: Mr. Kangas, 833; and Mrs. Kullman, 1,013. As of December 31, 2011, directors held the following numbers of deferred stock units, restricted shares and vested restricted stock units: Mr. Faraci, 26,679; Dr. Garnier, 61,627; Ms. Gorelick, 35,403; Mr. Kangas, 17,289; Mrs. Kullman, 2,027; Mr. Lee, 56,660; Mr. McCormick, 54,724; Mr. McGraw, 34,536; Gen. Myers, 17,189; Mr. Swygert, 42,369; Mr. Villeneuve, 56,878; and Gov. Whitman, 21,829.
- (3) As of December 31, 2011, directors held the following numbers of outstanding stock options awarded in prior years: Dr. Garnier, 21,000; Ms. Gorelick, 28,400; Mr. Lee, 29,800; Mr. McCormick, 21,000; Mr. McGraw, 13,000; Mr. Villeneuve, 21,000; and Gov. Whitman, 13,000.
- (4) The value of dividend equivalents credited on unvested restricted stock units.
- (5) This amount includes a \$16,533 premium payment on a life insurance policy used to fund Mr. Swygert's participation in the Directors' Charitable Gift Program and \$214 for a miscellaneous gift.

In 2011, directors' annual cash retainer and deferred stock unit values were as follows:

Element	Non-Employee Director's Compensation
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	Lead Director	Audit Committee Chair	Committee Chair	Audit Committee Member	Base Amount
Cash Retainer	\$112,000	\$112,000	\$102,000	\$108,000	\$96,000
Deferred Stock Units	\$168,000	\$168,000	\$153,000	\$162,000	\$144,000
Total	\$280,000	\$280,000	\$255,000	\$270,000	\$240,000

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UTC's share ownership requirements for non-employee directors increased in 2011 from \$300,000 to five times the base annual cash retainer. Directors may elect to receive the annual cash retainer entirely in deferred stock units that are considered Common Stock equivalents for purposes of this share ownership requirement. The director fees will not be increased in the event a director serves multiple roles. The director's annual cash retainer and annual deferred stock unit award will be based on the amount that would be paid for the highest applicable fee level. Directors do not receive additional compensation for attending regularly scheduled Board and Committee meetings. However, they do earn \$5,000 for each special meeting they attend in person. In 2011, Messrs. Kangas, Lee and McCormick attended in person, a special meeting of the Board.

When UTC pays a dividend on Common Stock, each director's deferred stock unit balance is credited with additional deferred stock units having a value equal to the dividend paid on the corresponding number of shares of Common Stock. Following termination of a director's service, the number of deferred stock units are converted into shares of Common Stock and distributed to the director. At the election of the director, this distribution may be made in installments over a ten or fifteen year period. Non-employee directors receive a one-time \$100,000 restricted stock unit award when first elected to the Board. This award vests ratably over five years and is distributed to the director in stock upon retirement, termination or death. Restricted stock units receive dividend equivalents in the form of additional restricted stock units.

UTC maintains a charitable gift program for directors elected prior to 2003, funded by life insurance on the lives of the participating directors. Directors elected after February 2003 are not eligible to participate in this program. Under this program, UTC will make charitable contributions totaling up to \$1 million following the death of a director, allocated among up to four charities recommended by the director. Beneficiaries must be tax-exempt organizations under Section 501(c)(3) of the IRC. Donations are expected to be deductible by UTC from taxable income for federal and other income tax purposes. Directors derive no financial benefit from the program since all insurance proceeds and tax deductions accrue solely to UTC.

Report of the Audit Committee

The Audit Committee reviews and makes recommendations to the Board of Directors concerning the reliability and integrity of UTC's financial statements and the adequacy of its system of internal controls and processes to assure compliance with UTC's policies and procedures, Code of Ethics and applicable laws and regulations. The Committee annually nominates UTC's Independent Auditor for appointment by the shareowners, and evaluates the independence, qualifications and performance of UTC's internal and independent auditors. The Committee also discusses with management UTC's policies and procedures regarding risk assessment and risk management, the Company's major financial risk exposures and the steps management has taken to monitor and manage such exposures to be within the Company's risk tolerance. The Committee establishes procedures for and oversees receipt, retention, and treatment of complaints received by UTC regarding accounting, internal control or auditing matters; and the confidential, anonymous submission by UTC employees of concerns regarding questionable accounting or auditing matters.

The Committee has reviewed and discussed with management and UTC's Independent Auditor UTC's audited financial statements as of and for the year ended December 31, 2011, as well as the representations of management and the Independent Auditor's opinion thereon regarding UTC's internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act. The Committee discussed with UTC's internal and Independent Auditors the overall scope and plans for their respective audits. The Committee met with the internal and Independent Auditors, with and without management present, to discuss the results of their examinations, the evaluation of UTC's internal controls, management's representations regarding internal control over financial reporting, and

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the overall quality of UTC's financial reporting. The Committee has discussed with UTC's Independent Auditor the matters required by Statement on Auditing Standards, No. 61 *Communications with Audit Committees*, as amended (AICPA, *Professional Standards*, Vol. 1. AU Section 380) as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Committee has also discussed with UTC's Independent Auditor their independence from UTC and its management, including the written disclosures and letter from UTC's Independent Auditor required by the Public Company Accounting Oversight Board's Rule 3526, *Communication with Audit Committees Concerning Independence*, as approved by the SEC.

UTC's Independent Auditor represented to the Committee that UTC's audited financial statements were prepared in accordance with generally accepted accounting principles in the United States of America.

Based on the reviews and discussions referred to above, the Committee recommended to the Board of Directors that the audited financial statements referred to above be included in UTC's Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the SEC. The Committee nominates the firm of PricewaterhouseCoopers LLP for appointment by the shareowners as UTC's Independent Auditor for 2012.

Audit Committee

John V. Faraci, Chair
Edward A. Kangas
Richard D. McCormick

Richard B. Myers
H. Patrick Swygert
André Villeneuve

PROPOSAL 2: APPOINTMENT OF A FIRM OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS TO SERVE AS INDEPENDENT AUDITOR FOR 2012

PricewaterhouseCoopers LLP served as UTC's independent registered public accounting firm in 2011. The Audit Committee has nominated the firm of PricewaterhouseCoopers LLP to serve as Independent Auditor for UTC until the next Annual Meeting in 2013. Representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting, will have an opportunity to make any statements they desire, and will also be available to respond to appropriate questions from shareowners. UTC paid the following fees to PricewaterhouseCoopers LLP for 2011 and 2010:

(In thousands)	2011	2010
Audit Fees	\$34,425	\$33,802
Audit-Related Fees	\$6,208	\$4,746
Tax Fees	\$10,017	\$9,148
All Other Fees	\$847	\$32
Total	\$51,497	\$47,728

Audit Fees in both years consisted of fees for the audit of UTC's consolidated annual financial statements and its internal control over financial reporting, the review of interim financial statements in UTC's quarterly reports on Form 10-Q and the performance of audits in accordance with statutory requirements.

Audit-Related Fees in both years consisted of fees for financial and tax due diligence assistance related to mergers and acquisition activity, employee benefit plan audits, advice regarding the application of generally accepted accounting principles to proposed transactions, special reports pursuant to agreed-upon procedures, contractually required audits and compliance assessments.

Tax Fees in 2011 consisted of approximately \$3,020,000 for U.S. and non-U.S. tax compliance and related planning and assistance with tax refund claims, and approximately \$6,997,000 for tax

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consulting and advisory services. In 2010, tax fees consisted of approximately \$2,827,000 for U.S. and non-U.S. tax compliance and related planning and assistance with tax refund claims, and approximately \$6,321,000 for tax consulting and advisory services.

All Other Fees in 2011 consisted of accounting research software, benchmarking, government compliance advisory services, international employee benefits and pension plan advice, insurance claim services and other services. In 2010, all other fees consisted of accounting research software, benchmarking and other services.

The Audit Committee has adopted procedures requiring Committee review and approval in advance of all particular engagements for services provided by UTC's Independent Auditors. Consistent with applicable laws, the procedures permit limited amounts of services, other than audit, review or attest services, to be approved by one or more members of the Committee pursuant to authority delegated by the Committee, provided the Committee subsequently is informed of each particular service approved by delegation. All of the engagements and fees for 2011 and 2010 were approved by the Committee. The Committee reviews with PricewaterhouseCoopers LLP whether the non-audit services to be provided are compatible with maintaining the auditors' independence. The Board has also adopted the policy that fees paid to the Independent Auditor for non-audit services in any year shall not exceed the fees paid for audit and audit-related services during the year. Non-audit services are limited to the fees described above as included in the Tax Fees and All Other Services categories.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREOWNERS VOTE FOR THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.

PROPOSAL 3: ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

As required by the compensation disclosure rules of the Securities and Exchange Commission, the Board requests your advisory vote to approve the compensation of UTC's Named Executive Officers based on the Compensation Discussion and Analysis (CD&A), the compensation tables and the related information on pages 19 to 47 of this Proxy Statement. In accordance with the SEC's compensation disclosure rules, your vote is advisory and, therefore, will not be binding on the Board or the Company. However, the Board will review the voting results and take them into consideration when making future executive compensation decisions.

UTC's Board Committee on Compensation and Executive Development reviews the design of UTC's executive compensation programs on an ongoing basis. UTC's objective, and that of the Board, is to closely align incentive compensation opportunities with the long-term interests of shareowners. For senior leadership, performance contingent stock-based compensation comprises the substantial majority of total compensation. Long-term incentive compensation is realized on the basis of performance metrics that link directly to sustainable performance and long-term shareowner value. Relevant benchmarking is conducted to assure that overall compensation levels and opportunities align effectively with competitive market practices. Details of performance metrics and benchmarking can be found in the CD&A on pages 19 to 35 of this Proxy Statement.

The design and operation of an executive compensation program for a large, complex, global enterprise such as UTC necessarily involves multiple objectives and constraints. The Board believes that UTC's executive compensation programs have been effective in enabling the attraction and retention of senior business leaders with the requisite talent and skills to drive UTC's financial and operational performance. As further described on pages 19 to 35 of this Proxy Statement, UTC's executive compensation programs are based on the following core principles:

- n **Competitiveness:** Total compensation should be sufficiently competitive to attract, retain and motivate a leadership team capable of maximizing UTC's performance. Each element should be benchmarked relative to peers.

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- n **Pay for performance:** A substantial portion of compensation should be variable, contingent and directly linked to individual and Company or business unit performance.

- n **Long-term focus:** Long-term stock-based, compensation should comprise the most significant compensation opportunity for UTC's most senior executives.

- n **Shareowner alignment:** Long-term incentives should align the interests of executives with the long-term interests of UTC's shareowners through stock-based compensation and performance metrics that correlate with shareowner value.

- n **Balance:** The portion of total compensation contingent on performance should increase with an executive's level of responsibility. Annual and long-term incentive compensation opportunities should reward the appropriate balance of short- and long-term financial and strategic business results. Long-term stock-based compensation opportunities should significantly outweigh short-term cash-based opportunities. Annual objectives should be compatible with sustainable long-term performance.

n **Responsibility:** UTC's compensation program integrates ethical, environmental, health and safety objectives. Financial and operating performance must not compromise these values. The Committee expects complete commitment to ethical and corporate responsibility, which is a fundamental belief underlying all aspects of the program from setting targets to conducting annual performance assessments. 2011 was a very successful year for UTC despite challenging economic conditions globally. UTC generated record-breaking earnings per share of \$5.49 for 2011, a 16% increase from the prior year. UTC's total return to shareowners over the five- and ten-year periods ending December 31, 2011 equaled 31% and 175%, respectively, well in excess of results for the S&P 500 and Dow Jones Industrial indices for the corresponding periods. When compared to the Capital Goods industry sector, of which UTC is a component, UTC's total shareowner return consistently outperformed the sector over the past ten years. The Board believes that the executive compensation program plays a key role in driving this performance. At last year's Annual Meeting, UTC's executive compensation program received a 98% approval vote in the annual advisory vote by shareowners.

The Board encourages shareowners to read the CD&A on pages 19 to 35 of this Proxy Statement to review the correlation between compensation and performance. The CD&A also reviews executive compensation program changes designed to enhance corporate governance and shareowner alignment objectives.

The Board remains committed to robust corporate governance practices and shares the interest of shareowners in maintaining effective, performance-based executive compensation programs at UTC. The Board believes that UTC's executive compensation programs have a proven record of effectively driving superior levels of financial performance, alignment of pay with performance, high ethical standards and attraction and retention of highly talented executives.

Accordingly, the Board recommends that shareowners vote FOR the following resolution:

RESOLVED, that the compensation of UTC's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and related information disclosed on pages 19 to 47 of this Proxy Statement, is hereby APPROVED on an advisory basis.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE FOREGOING RESOLUTION TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION OF UTC'S NAMED EXECUTIVE OFFICERS.

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ADDITIONAL MEETING INFORMATION

How many shares can vote? As of the record date, 910,162,300 shares of UTC Common Stock were issued and outstanding. Each share of UTC Common Stock outstanding on the record date is entitled to one vote.

What are the quorum requirements for the Annual Meeting? The conduct of business at the Annual Meeting requires the existence of a quorum, which will be satisfied by the presence at the Annual Meeting, in person or by proxy, of the holders of shares representing a majority of the outstanding shares.

How many votes are needed for the election of directors at the meeting? Under Section 2.2 of UTC's Bylaws, in order for a director to be elected a majority of the votes cast with respect to the director's election must be cast for the director. Because Delaware law provides that an incumbent director continues in office until his or her successor has been elected and qualified (or until the director's earlier removal or resignation) even though a majority of the votes cast were not voted for his or her re-election, UTC has adopted as a provision of its Corporate Governance Guidelines a requirement that any nominee who is an incumbent director and who receives in an uncontested election fewer votes for than against in respect of his or her election must promptly tender his or her resignation to the Chair of the Committee on Nominations and Governance. The Committee on Nominations and Governance will then review the matter and, taking into consideration all factors it deems relevant, recommend to the Board whether the resignation should be accepted and, if so recommended and the Board accepts the resignation, whether the vacancy created should be filled or the size of the Board should be reduced. The Board will act on the Committee's recommendation within 90 days after the certification of the election results. The Board's decision will be disclosed in a Current Report on Form 8-K filed with the SEC.

How many votes are needed for the adoption of other matters submitted to a shareowner vote at the meeting? Proposal 2, the appointment of PricewaterhouseCoopers LLP as Independent Auditor, will be approved if it receives the affirmative vote of a majority of the votes constituting the quorum. Proposal 3, the non-binding, advisory vote to approve the compensation of the Named Executive Officers, will be approved if the votes cast for the Proposal exceed the votes cast against the Proposal. As provided under the federal securities laws, the approval of Proposal 3 may not be construed as overruling any decision by UTC or the Board, to create or imply any change to the fiduciary duties of UTC or the Board, or to create or imply any additional fiduciary duties for UTC or the Board.

If a shareowner submits a proxy card or voting instructions indicating an abstention from voting on a particular matter, the shareowner's shares will not be counted as a vote for that matter, but the shares will be included as part of the shares making up the quorum, and accordingly the abstention will have the same practical effect as a vote against the matter insofar as the vote required is a percentage of the quorum. Shares that are the subject of broker non-votes (as described in response to the question *How will the proxy holders vote my shares?* on page 3) with respect to a particular matter will not be counted as a vote for or against the matter, but will be included as part of the shares making up the quorum, and accordingly will likewise have the same practical effect as a vote against the matter. In the case of Proposal 3, neither abstentions nor broker non-votes will have an impact on whether the Proposal is adopted.

Can a proxy be revoked? Yes. You may revoke your proxy before it is voted by sending written notice to the Corporate Secretary identifying the proxy being revoked; by following the prompts provided through the telephone and Internet voting facilities for revoking a proxy previously submitted by telephone or via the Internet; by submitting a new proxy card with a later date; or by voting in person at the Annual Meeting.

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How will the proxy holders vote on any other business conducted at the Annual Meeting? Although we do not know of any business to be conducted at the Annual Meeting other than the matters described in this Proxy Statement, the return of a duly signed proxy card or the submission of voting instructions by telephone or via the Internet with respect to your shares will confer on the proxy holders discretionary authority to vote your shares (other than shares held in the UTC Employee Savings Plan) in accordance with their judgment on any other such additional matters that may be submitted to a vote of shareowners at the Annual Meeting.

When are shareowner proposals for inclusion in UTC's Proxy Statement for the 2013 Annual Meeting due? A shareowner who wishes to have a proposal included in UTC's Proxy Statement for the 2013 Annual Meeting must, in accordance with SEC rules governing shareowner proposals, submit the proposal in writing to the Corporate Secretary for receipt by October 29, 2012, in order to be considered for inclusion.

What is the advance notice deadline for a proposal that a shareowner plans to introduce for submission to a vote of shareowners at the 2013 Annual Meeting? Under Section 1.10 of UTC's Bylaws, a shareowner who wishes to introduce a proposal to be voted on at UTC's 2013 Annual Meeting (other than a proposal to be included in the Proxy Statement pursuant to SEC Rule 14a-8) must send advance written notice to the Corporate Secretary for receipt no earlier than December 12, 2012 and no later than January 11, 2013. Such notice must include the information specified by the Bylaws, a copy of which is available at <http://www.utc.com/Governance>.

What is the advance notice deadline if a shareowner plans to nominate a person for election as a director at the 2013 Annual Meeting? Under Section 1.10 of UTC's Bylaws, a shareowner who wishes to nominate a person for election as a director at the 2013 Annual Meeting must send advance written notice to the Corporate Secretary for receipt no earlier than December 12, 2012 and no later than January 11, 2013. Such notice must include the information, documents and agreements specified by the Bylaws, a copy of which is available at <http://www.utc.com/Governance>.

How are proxies solicited and how much is this solicitation expected to cost? In addition to the distribution of this Proxy Statement, proxies may be solicited on behalf of the Board of Directors by employees of UTC by mail, email, in person and by telephone. These employees will not receive any additional compensation for these activities. UTC will bear the cost of soliciting proxies and reimburse banks, brokers and other intermediaries for their reasonable out-of-pocket expenses for forwarding proxy materials to beneficial shareowners. Georgeson Inc. has been retained by UTC to assist in the distribution of proxy materials and the solicitation of proxies for a fee of \$16,000, plus out-of-pocket expenses.

How can shareowners obtain electronic access to the proxy materials, instead of receiving mailed copies? Holders of shares registered in their name on the records of Computershare may contact Computershare at <http://www.computershare.com/us/ecomms> to sign up to receive electronic access to the proxy materials for future meetings rather than receiving mailed copies. Shareowners electing electronic access will receive email notification when the Annual Report and Proxy Statement are available, with electronic links to access the documents (in PDF and HTML formats) on a designated website and instructions on how to vote shares via the Internet. Enrollment for electronic access will be effective for a future annual meeting if submitted at least two weeks prior to the record date for that meeting, and will remain in effect for subsequent years, unless cancelled no later than two weeks prior to the record date for any subsequent annual meeting. Beneficial shareowners also may be able to obtain electronic access to proxy materials by contacting the broker, bank or other intermediary, or by contacting Broadridge at <http://enroll.icsdelivery.com/utc>.

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How can shareowners reduce the number of copies of proxy materials sent to a household? Eligible beneficial shareowners who share a single address may receive a notification that only one copy of the Annual Report, Proxy Statement or Notice of Internet Availability of Proxy Materials will be sent to that address unless the bank, broker or other intermediary that provided the notification receives contrary instructions from any beneficial shareowner at that address. This practice, known as householding, is designed to reduce printing and mailing costs. However, if a beneficial shareowner at such an address wishes to receive a separate Annual Report, Proxy Statement or Notice of Internet Availability of Proxy Materials this year or in the future, the shareowner may contact the entity that provided the notification. Eligible registered shareowners receiving multiple copies of the Annual Report, Proxy Statement or Notice of Internet Availability of Proxy Materials can request householding by contacting UTC's stock registrar and transfer agent, Computershare Trust Company, at 1-800-488-9281. Persons holding shares through a broker, bank or other intermediary can request householding by contacting that entity.

OTHER MATTERS

Corporate Governance Information and Code of Ethics. UTC's Corporate Governance Guidelines and the charters for each Board Committee are available on UTC's website: <http://www.utc.com/Governance/Board+of+Directors>. UTC's Code of Ethics is available on UTC's website: <http://www.utc.com/Governance>. Printed copies will be provided to any shareowner upon request addressed to the Corporate Secretary. The Code of Ethics applies to all directors and employees, including the principal executive, financial and accounting officers. Shareowners and other interested persons may send communications to the Board, the Chairman, the Lead Director or one or more non-management directors by using the contact information provided on UTC's website under the headings Governance, Board of Directors, Contact UTC's Board. Shareowners and interested persons also may send communications by letter addressed to the Corporate Secretary at UTC, One Financial Plaza, Hartford, CT 06101 or by contacting the Business Practices Office at 860-728-6485. These communications will be received and reviewed by UTC's Business Practices Office. The receipt of concerns about UTC's accounting, internal controls, auditing matters or business practices will be reported to the Audit Committee. The receipt of other concerns will be reported to the appropriate Committee(s) of the Board. UTC employees also can raise questions or concerns confidentially or anonymously using UTC's Ombudsman/DIALOG program.

Section 16(a) Beneficial Ownership Reporting Compliance. Based upon a review of Forms 3, 4 and 5 and any amendments thereto, filed with the SEC during or with respect to 2011, and written confirmation provided by its directors and officers, UTC is not aware of any failure by any of its directors or any of its officers to file on a timely basis the reports required by Section 16(a) of the Securities Exchange Act of 1934 as amended during and with respect to 2011, except that there were inadvertent delays in reporting (i) an initial balance of 5,428 shares of Common Stock held by Scott Buckhout upon becoming President of UTC Fire and Security, (ii) an initial balance of seven shares of Common Stock held by Peter F. Longo, Vice President, Controller, and (iii) Mr. Longo's acquisition, through ten periodic payroll deferrals of compensation under the UTC Deferred Compensation Plan, of a total of 59.14 shares of Common Stock. The required reports were subsequently filed in each case. UTC is not aware of any 10% beneficial owner (as such term is defined under SEC Rule 16a-1) of UTC Common Stock.

Transactions with Related Persons. UTC has adopted a written policy for the review of transactions with related persons. The policy requires review, approval or ratification of transactions exceeding \$120,000 in which UTC is a participant and in which a UTC director, executive officer, a significant shareowner or an immediate family member of any of the foregoing persons has a direct or indirect material interest. These transactions must be reported for review by the Corporate Secretary and the Vice President, Business Practices, who will determine whether the transaction may be a transaction

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with a related person, as such term is defined under UTC's policy and the relevant SEC rules. Following review by these officers, the Board's Committee on Nominations and Governance must determine whether the transaction can be approved or not, based on whether the transaction is determined to be in, or not inconsistent with, the best interests of UTC and its shareowners. In making this determination, the Committee must take into consideration whether the transaction is on terms no less favorable to UTC than those available with other parties and the related person's interest in the transaction. UTC's policy permits employment of related persons possessing qualifications consistent with UTC's requirements for non-related persons in similar circumstances, provided the employment is approved by the Senior Vice President, Human Resources and Organization and the Vice President, Business Practices.

A brother-in-law of J. Thomas Bowler, Jr., Senior Vice President, Human Resources and Organization, is employed by Sikorsky Aircraft as Manager, Human Resources. Mr. Bowler's brother-in-law receives annual compensation and benefits of less than \$200,000, which is consistent with the compensation and benefits provided to other employees with equivalent qualifications, experience and responsibilities at Sikorsky. This employment relationship was reviewed and ratified in accordance with UTC's policy for review of transactions with related persons.

Kathleen M. Hopko
Vice President, Secretary and

Associate General Counsel

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UNITED TECHNOLOGIES CORPORATION
ONE FINANCIAL PLAZA
HARTFORD, CT 06101

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 p.m. EDT the day before the meeting. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our Company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions until 11:59 p.m. EDT the day before the meeting. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M28000-P05796-Z54699 KEEP THIS PORTION FOR YOUR RECORDS
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

UNITED TECHNOLOGIES CORPORATION

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES AND FOR PROPOSALS 2 AND 3.

	For	Against	Abstain		For	Against	Abstain
1. Election of Directors							
1a. Louis R. Chênevert				
1b. John V. Faraci	2. Appointment of the firm of PricewaterhouseCoopers LLP as Independent Auditor	..	..	..
1c. Jean-Pierre Garnier	3. Advisory vote to approve Named Executive Officer compensation	..	..	..
1d. Jamie S. Gorelick	For address changes, please check this box and write them on the back where indicated.			..
1e. Edward A. Kangas				
1f. Ellen J. Kullman				

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1g. Richard D. McCormick
1h. Harold McGraw III
1i. Richard B. Myers
1j. H. Patrick Swygert
1k. André Villeneuve	..	..	..
1l. Christine Todd Whitman	..	..	..

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date
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Annual Meeting of Shareowners of United Technologies Corporation

Wednesday, April 11, 2012, 2:00 p.m. EDT

Held in the Riviera Theatre, located at 225 King Street in Charleston, South Carolina.

The purposes of the meeting are to consider the following matters:

1. Election of twelve directors from among the nominees in the Proxy Statement,
2. Appointment of the firm of PricewaterhouseCoopers LLP as the Independent Auditor for 2012,
3. Advisory vote to approve the compensation of the named executive officers; and
4. Other business if properly raised.

TICKET REQUESTS: Since seating at the meeting is limited, we ask that shareowners request a ticket in advance to attend. Please email your request to corpsec@corphq.utc.com or write to the Corporate Secretary at UTC, One Financial Plaza, Hartford, CT 06101.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

M28001-P05796-Z54699

PROXY

This Proxy is Solicited on Behalf of the Board of Directors of United Technologies Corporation.

The undersigned hereby appoints John V. Faraci, Edward A. Kangas and Richard D. McCormick, and each of them with power of substitution to each, proxies for the undersigned to act and vote at the Annual Meeting of the Shareowners of United Technologies Corporation to be held April 11, 2012, and at any reconvened session following any adjournment thereof, as directed on this Proxy Card, upon the matters set forth on the reverse side hereof, all as described in the Proxy Statement, and, in their discretion, upon any other business which may properly come before said meeting. **If no direction is made on a properly signed and returned Proxy Card, the votes represented by this Proxy Card will be applied in the election of directors, as authorized in the following sentence, as votes for one or more of the nominees listed on the reverse; and as votes for Proposals 2 and 3. Absent specific**

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instructions to the contrary by the undersigned with respect to cumulative voting, the persons named as proxies herein shall have full discretionary authority to vote the shares represented by a properly signed and returned Proxy Card cumulatively for all or less than all of such nominees listed on the reverse and to allocate such votes among all or less than all of such nominees (other than nominees for whom instructions have been given to vote against or abstain) in the manner as the Board of Directors shall recommend or otherwise in the proxies' discretion.

This Proxy Card also constitutes voting instructions to the Trustee under each of the UTC employee savings plans to vote, in person or by proxy, the proportionate interest of the undersigned in the shares of Common Stock of UTC held by the Trustee under any such plan(s) as described in the Proxy Statement. If the undersigned has a beneficial interest in shares held by the Trustee under any such plan(s), voting instructions with respect to such plan shares must be provided by 11:00 a.m. EDT on April 9, 2012 in the manner described in the Proxy Statement. **If voting instructions are not received by that time, such plan shares will be voted by the plan trustee as described in the Proxy Statement.** The undersigned hereby revokes all proxies previously given by the undersigned to vote at the Annual Meeting of Shareowners or any adjournment or postponement thereof.

You are encouraged to specify your choices by marking the appropriate boxes, SEE REVERSE SIDE, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors' recommendations. The proxies designated above cannot vote these shares unless you sign and return this Proxy Card.

Address Changes:

(If you noted any Address Changes above, please mark corresponding box on the reverse side.)