

UNITED TECHNOLOGIES CORP /DE/  
Form 8-K  
December 20, 2005

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): December 14, 2005**

**UNITED TECHNOLOGIES CORPORATION**

**(Exact name of registrant as specified in its charter)**

|  |                     |                            |
|--|---------------------|----------------------------|
| <b>Delaware</b>                        | <b>1-812</b>        | <b>06-0570975</b>          |
| <b>(State or other jurisdiction of</b> | <b>(Commission</b>  | <b>(I.R.S. Employer</b>    |
| <b>incorporation)</b>                  | <b>File Number)</b> | <b>Identification No.)</b> |

**One Financial Plaza**

**Hartford, Connecticut 06103**

**(Address of principal executive offices, including zip code)**

Registrant's telephone number, including area code

**(860) 728-7000**

**N/A**

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

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

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

The United Technologies Corporation 2005 Long Term Incentive Plan (the 2005 LTIP ), approved by shareholders in April 2005, provides for various forms of awards to directors, executive officers and employees of United Technologies Corporation (the Company ) based on the value of shares of Common Stock of the Company, including awards that vest solely on the basis of performance targets.

On December 14, 2005, the Committee on Compensation & Executive Development (the Committee ) of the Board of Directors of the Company approved performance targets for Performance Share Units to be awarded in 2006 under the 2005 LTIP. Performance Share Units awarded in 2006 will vest only if pre-established three year targets are achieved for the following performance measures: the compound annual growth rate in the Company s diluted earnings per share and the Company s total shareholder return compared to other companies included in the S&P 500. Actual award statements will specify the applicable performance targets, the minimum performance required for vesting, the range of vesting relative to measured performance and the relative weighting of each target.

The form of award agreement for Performance Share Units and Stock Appreciation Rights to be awarded in 2006 under the 2005 LTIP, the Schedule of Terms for Performance Share Units and the Schedule of Terms for Stock Appreciation Rights are attached hereto as Exhibits 10.1, 10.2 and 10.3. Each exhibit is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits**

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 10.1           | Form of award agreement for Performance Share Unit and Stock Appreciation Rights awards to be granted in 2006 under the United Technologies Corporation 2005 Long Term Incentive Plan |
| 10.2           | Schedule of Terms for Performance Share Unit awards granted under the United Technologies Corporation 2005 Long Term Incentive Plan   |
| 10.3           | Schedule of Terms for Stock Appreciation Rights awards granted under the United Technologies Corporation 2005 Long Term Incentive Plan  |

SIGNATURES

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

**UNITED TECHNOLOGIES CORPORATION**

**(Registrant)**

Date: December 20, 2005

By: /s/ William H. Trachsel  
William H. Trachsel

Senior Vice President and General Counsel

**EXHIBIT INDEX**

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