

LEE CHARLES R  
 Form 5  
 February 14, 2003  
 SEC Form 5

<p><b>FORM 5</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[ ] Form 3 Holdings Reported                  [ ] Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*  <b>Lee, Charles R.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>United Technologies Corporation</b>  <b>One Financial Plaza</b></p> <hr/> <p>(Street)  <b>Hartford, CT 06101</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol  <b>United Technologies Corporation UTX</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)  <b>December 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10%                  Owner                  _____ Officer _____                  Other                  Officer/Other Description _____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing  <input type="checkbox"/> Joint/Group Filing</p>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount   A/D   Price			

If the form is filed by more than one reporting person, see instruction 4(b)(v).

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**Form 5 (continued)**

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr.4)

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				Disposed (D) Of  (Instr. 3,4 and 5)			(Instr.4)	Direct (D) or Indirect (I)	
					(DE)	(ED)			
Non-Qualified Stock Option (right to buy)	\$64.3400	01/02/2002	A	(A) 2,600.000 (1)	01/02/2005   01/01/2012		Common Stock - 2,600.000	2,600.000	D
Non-Qualified Stock Option (right to buy)	\$75.0000	04/10/2002	A	(A) 2,500.000	04/10/2005   04/09/2012		Common Stock - 2,500.000	2,500.000	D
Non-Qualified Stock Option (right to buy)	\$61.3500	08/14/2002	A	(A) 485.000 (1)	08/14/2005   08/13/2012		Common Stock - 485.000	485.000	D
Phantom Stock Unit	\$0.0000	12/31/2002	A	(A) 177.336 (2)			Common Stock - 177.336	12,058.381	D

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. **By: Charles F. Hildebrand, Attorney-in-Fact**

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\_\_\_\_\_  
\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Power of Attorney**

See Instruction 6 for procedure.

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

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**Form 5 (continued)**

**FOOTNOTE Descriptions for United Technologies Corporation UTX**

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**Charles R. Lee  
United Technologies Corporation  
One Financial Plaza  
Hartford, CT 06101**

**Explanation of responses:**

(1) Consists of 100% non-qualified United Technologies Corporation stock options acquired at the election of the reporting person in lieu of his/her annual retainer for services as a non-employee director.

(2) Consists of Phantom Stock Units acquired during 2002 as dividend equivalents related to Phantom Stock Units acquired at the election of the reporting person in lieu of his/her annual retainer for service as a non-employee director. Upon termination of services on the Board of Directors, all such Phantom Stock Units are payable in cash or in stock.