

Filed pursuant to Rule 424(b)(3)  
Registration Nos. 33-45440  
33-28974  
2-87322  
2-63770  
2-67552

APPENDIX TO PROSPECTUS  
DATED JUNE 15, 1989

UNITED TECHNOLOGIES CORPORATION

This Appendix covers shares of Common Stock of United Technologies Corporation (the "Corporation"), which are issuable upon the exercise of options granted under the following stock option plans:

1979 Long Term Incentive Plan

United Technologies Corporation Long Term Incentive Plan

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THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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No person is authorized to give any information or to make any representations not contained in this Appendix or in the Prospectus to which this Appendix relates; and any information or representation not so contained must not be relied upon as having been authorized by the Corporation. Additional copies of the Prospectus dated June 15, 1989 are available upon request to William H. Trachsel, Secretary, United Technologies Corporation, United Technologies Building, Hartford, Connecticut 06101.

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The date of this Appendix is May 6, 1994

GENERAL INFORMATION

This Appendix relates to shares of Common Stock which may be issued upon the exercise of stock options, stock appreciation rights, performance units, the award of restricted shares of Common Stock or other market-based or performance-based awards granted under the Corporation's 1979 Long Term Incentive Plan (the "1979 Plan") or the United Technologies Corporation Long Term Incentive Plan (the "UTC Plan") to participants in such Plans. The aforementioned stock options, stock appreciation rights, performance units, restricted shares and market-based or performance-based awards are hereinafter referred to as "Options", "Rights", "Units", "Shares", and "Awards", respectively.

The purpose of the 1979 Plan and the UTC Plan is to provide additional incentive to key individuals, including officers of the Corporation and of its subsidiaries whose judgment, initiative and efforts are responsible for the successful operation of the Corporation's business and to increase their proprietary interest in the success of the Corporation. No further grants beyond those already granted can be made under the 1979 Plan. The Committee on Compensation and Executive Development (the "Committee") or the Board, acting upon the recommendation of the Committee, selected participants under the 1979 Plan. The Committee, or persons to whom the Committee shall delegate its authority, selects participants under the UTC Plan.

Neither the 1979 Plan nor the UTC Plan are subject to any provision of the Employee Retirement Income Security Act of 1974, as amended.

ADMINISTRATIVE COMMITTEES

The UTC Plan is administered by the Committee or such persons to whom the

Committee shall delegate its authority. The members of the Committee are appointed by the Board of Directors at the annual organizational meeting of the Board of Directors following the annual meeting of shareowners of the Corporation. The members are appointed for a term of one year or until their successors have been appointed and duly qualified, and may be removed from office by the Board of Directors. The Committee, which may act upon the recommendation of such persons to whom the Committee shall delegate its authority, selects the persons to whom Options, Rights, Units, Shares and other Awards should be granted, the types of such Options to be granted and, subject to the limitations contained in the Plan, the number of shares to be covered by such Options, Rights, Units and other Awards.

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The names and addresses of the members of the Committee are as follows:

|                         |   |
|-------------------------|---|
| Robert F. Dee, Chairman | P.O. Box 900<br>900 River Road<br>Conshohocken, PA 19428                |
| Howard H. Baker, Jr     | P.O. Box 8<br>3 Courthouse Square<br>Huntsville, TN 37756               |
| Charles W. Duncan, Jr.  | Texas Commerce Tower<br>600 Travis-61st Floor<br>Houston, TX 77002-3007 |
| Jacqueline G. Wexler    | 7529 Somerset Shores Ct.<br>Orlando, FL 32819                           |

#### OPTIONS UNDER THE UTC PLAN

As of February 28, 1994, 3,642,003 shares of Common Stock were subject to outstanding currently exercisable Options and 2,768,881 shares of Common Stock were subject to outstanding Options exercisable in the future as follows:

| Number of<br>Optionees (1) | Number of<br>Shares<br>Subject to<br>Option | Average<br>Option<br>Price (2) | Range of<br>Dates<br>When Options<br>First Become<br>Exercisable | Range of<br>Expiration<br>Dates |
|----------------------------|---|--------------------------------|--|---------------------------------|
| 2,380                      | 6,410,884                                   | \$53.99                        | 2/03/92 to<br>2/28/97  | 1/29/99 to<br>2/28/04           |

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(1) Since Options were granted to key employees at the discretion of the Corporation's Board of Directors, the number of employees eligible to participate cannot be determined.

(2) On February 28, 1994, the closing price per share of Common Stock on the New York Stock Exchange was \$68.00.

## OPTIONS UNDER THE 1979 PLAN

As of February 28, 1994, 2,138,914 shares of Common Stock were subject to outstanding currently exercisable Options.

| Number of<br>Optionees(1) | Number of<br>Shares<br>Subject to<br>Option(2) | Average<br>Option<br>Price(3) | Range of Dates<br>When Options<br>First Become<br>Exercisable(2) | Range of<br>Expiration<br>Dates(2) |
|---------------------------|--|-------------------------------|--|------------------------------------|
| 601                       | 2,138,914                                      | \$41.63                       | 4/16/80 to<br>3/30/92  | 12/31/88 to<br>11/29/98            |

No further Options may be granted under the Plan.

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(1) Since Options are granted to key employees at the discretion of the Corporation's Board of Directors, the number of employees eligible to participate cannot be determined.

(2) Includes Options for 122,901 shares expiring on dates from 12/31/94 to 12/31/95, granted as Incentive Stock Options.

(3) See Footnote (2) following the table "Options Under the UTC Plan" above.

## CHANGES IN FEDERAL INCOME TAX CONSEQUENCES

The Prospectus dated June 15, 1989, discusses some of the major Federal income tax consequences of the Plan, based on applicable provisions of the Federal income tax laws and regulations in effect on the date of the Prospectus. Changes in those tax consequences, resulting from subsequent changes in the law, are summarized below.

**Tax Rates.** An individual taxpayer's net capital gain (the amount by which any net long-term capital gain exceeds any net short-term capital loss in the same taxable year) generally is taxed at ordinary income rates. However, the maximum tax rate on net capital gain is 28 percent. For certain individual taxpayers, the maximum tax rate on net capital gain might be less than the tax rate on the taxpayer's ordinary income.

Securities Law Restrictions. Effective May 1, 1991, a Participant subject to the provisions of Section 16(b) of the Securities Exchange Act of 1934 (an "Insider") may, without incurring liability under Section 16(b), dispose of securities acquired pursuant to an Incentive Stock Option, Non-Qualified Stock Option, Stock Appreciation Right, or other award under the Plan after the expiration of six months from the date on which the award is granted, rather than six months from the date on which securities are transferred pursuant to such award. As a result, the date on which the Insider must ordinarily recognize income in connection with the transfer of such securities (and the date on which the fair market value of the securities is determined for Federal income tax purposes) will typically occur on the date of exercise or transfer (or, if later, six months from the date of the award), rather than six months from the date on which the securities are transferred to the Insider.

The Federal income tax consequences of any award under the Plan will depend on the specific nature, terms and conditions of the award. Before exercising an award received under the Plan, disposing of shares acquired pursuant to the exercise of such an award, or taking any other action under the Plan, a Participant should consult a professional tax advisor concerning the Federal and any state, local or foreign income tax consequences of such action as they apply to his or her specific circumstances. This discussion of recent changes in the law is neither intended nor offered as a complete summary or as a legal interpretation, and it does not address any consequences other than Federal income tax consequences, including any aspects of state, local or foreign tax law.

Tax Qualification of Plans. The Plans are not intended to qualify under the provisions of Section 401(a) of the Code.

#### DESCRIPTION OF THE COMMON STOCK OF THE CORPORATION

The authorized capital stock of the Corporation consists of 500,000,000 shares of Common Stock of the par value of \$5 each and 250,000,000 shares of Preferred Stock of the par value of \$1 of which one series of Preferred Stock is issued and outstanding, the Series A ESOP Convertible Preferred Stock.

