

HONEYWELL INTERNATIONAL INC

Form 4

October 15, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRADIN ROGER

2. Issuer Name **and** Ticker or Trading
Symbol
HONEYWELL INTERNATIONAL
INC [HON]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
101 COLUMBIA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President & CEO, ACS

MORRISTOWN, NJ 07960

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/10/2013		M ⁽¹⁾		244,421	A	\$ 28.35	450,089 ⁽⁵⁾ D
Common Stock	10/10/2013		S ⁽²⁾		177,715	D	\$ 85 ⁽⁴⁾	272,374 D
Common Stock	10/11/2013		S ⁽³⁾		12,897	D	\$ 85.02 ⁽⁴⁾	259,477 D
Common Stock								3,344.513 I
								held in 401(k) plan

Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy)	\$ 28.35	10/10/2013		M	244,421	02/24/2013 02/23/2019	Common Stock 244,421

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRADIN ROGER 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	President & CEO, ACS

Signatures

Jacqueline Katzel for Roger
Fradin 10/15/2013

__Signature of Reporting Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Pursuant to a Rule 10b5-1 plan, this represents the exercise of options granted to the Reporting Person. Following the exercise, the Reporting Person remains in compliance with the applicable ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.
- (2) Pursuant to a Rule 10b5-1 plan, this represents the sale of shares from an option exercise to cover the exercise price and taxes and also the sale of long shares (held for more than one year). Following the sale of the shares, the Reporting Person remains in compliance with the applicable ownership thresholds under the Stock Ownership Guidelines of the Company.
- (3) Pursuant to a Rule 10b5-1 plan, this represents a sale of long shares (held for more than one year). Following the sale of the shares, the Reporting Person remains in compliance with the applicable ownership thresholds under the Stock Ownership Guidelines of the Company.

Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

Company.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$85.08, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of

(4) Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) Includes 117,432 shares previously held in a trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.