KREINDLER PETER M

Form 4 May 06, 2008

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

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

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KREINDLER PETER M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			HONEYWELL INTERNATIONAL INC [HON]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner		
101 COLUMBIA ROAD (Street)			(Month/Day/Year)	X Officer (give title Other (specify below) Sr. VP and General Counsel		
			05/05/2008			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MORRISTOWN, NJ 07960				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Securi	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3,	sposed 4 and :	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/05/2008		M	25,000	A	\$ 23.93	55,000	D	
Common Stock	05/05/2008		S	10,800	D	\$ 60.5	44,200	D	
Common Stock	05/05/2008		S	8,800	D	\$ 60.51	35,400	D	
Common Stock	05/05/2008		S	2,801	D	\$ 60.52	32,599	D	
Common Stock	05/05/2008		S	999	D	\$ 60.53	31,600	D	

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Common Stock	05/05/2008	S	100	D	\$ 60.54	31,500	D	
Common Stock	05/05/2008	S	100	D	\$ 60.56	31,400	D	
Common Stock	05/05/2008	S	200	D	\$ 60.57	31,200	D	
Common Stock	05/05/2008	S	400	D	\$ 60.59	30,800	D	
Common Stock	05/05/2008	S	300	D	\$ 60.6	30,500	D	
Common Stock	05/05/2008	S	500	D	\$ 60.61	30,000	D	
Common Stock						15,572.317	I	Held in 401(k) plan

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

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Stock

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

 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if				6. Date Exercisable and Expiration Date		7. Title and Amour Underlying Securit	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
Non-Qualified	\$ 23.93	05/05/2008		M	25,000	<u>(1)</u>	02/06/2013	Common	25,0	

Reporting Owners

Options

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KREINDLER PETER M			Sr. VP and					
101 COLUMBIA ROAD			General					

Reporting Owners 2 MORRISTOWN, NJ 07960

Counsel

Signatures

Thomas F. Larkins for Peter M. Kreindler

05/06/2008

**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) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2004.

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.

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