## Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

HONEYWI Form 4 June 03, 20	ELL INTERNATI 08	ONAL IN	IC								
FORM	ЛЛ								PPROVAL		
-	STATES		RITIES A	N OMB Number:	3235-0287						
Check t if no lor subject Section	IENT OF	F CHAN	NGES IN SECUI	Expires: Estimated burden hor	0						
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									. 0.5		
(Print or Type	Responses)										
1. Name and WRIGHT	2. Issuer Name <b>and</b> Ticker or Trading Symbol HONEYWELL INTERNATIONAL INC [HON]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) 101 COLU	(First) ( MBIA ROAD	(Month/			ransaction		_X_ Director10% Owner Officer (give titleOther (specify below)below)				
				endment, D onth/Day/Yea	-	al	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
MORRIST	OWN, NJ 07960						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if		Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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	(D) Price					
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation cont red to respo	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation (Phantom Shares)	<u>(1)</u>	05/30/2008		A <u>(2)</u>		41.932		<u>(2)</u>	(2)	Common Stock	41.932

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
1	Director	10% Owner	Officer	Other					
WRIGHT MICHAEL W 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	Х								
Signatures									
Jacqueline Whorms FOR Michael W									

Jacqueline Whorms FOR Michael W. Wright

\*\*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).

06/03/2008

(1) Instrument converts to common stock on a one-for-one basis.

(2) Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors and will be settled in Cash on 1/1/2012

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.