#### HONEYWELL INTERNATIONAL INC

Form 4 June 23, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

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

5. Relationship of Reporting Person(s) to

Symbol

HONEYWELL INTERNATIONAL INC [HON]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

X\_ Officer (give title Other (specify

06/20/2008

below) Sr. VP and General Counsel

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

MORRISTOWN, NJ 07960

101 COLUMBIA ROAD

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3)                                | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (or Dispose (D) (Instr. 3, 4 and 5) | ed of |                     |                    |                 |                                     |
|---|------------------------------------|------------|------------------|---------|----|--|-------|---------------------|--------------------|-----------------|-------------------------------------|
|   |                                    |            |                  | Code    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Supplemental<br>Savings Plan<br>Interests | (1)                                | 06/20/2008 |                  | A(2)    |    | 31.223                                       |       | (2)                 | (2)                | Common<br>Stock | 31.223                              |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KREINDLER PETER M Sr. VP and 101 COLUMBIA ROAD General MORRISTOWN, NJ 07960 Counsel

## **Signatures**

Jacqueline Whorms FOR Peter M.
Kreindler
06/23/2008

\*\*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) Instrument converts to common stock on a one-for-one basis.
- (2) Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 06/20/2008.

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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