## Edgar Filing: WRIGHT MICHAEL W - Form 4

WRIGHT MICHA Form 4	AEL W										
July 02, 2008											
•								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this box if no longer subject to Section 16. Form 4 or	STATEN	IENT OF	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per					
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											
(Print or Type Respon	ises)										
1. Name and Address of Reporting Person <u>*</u> WRIGHT MICHAEL W			2. Issuer Name <b>and</b> Ticker or Trading Symbol HONEYWELL INTERNATIONAL				5. Relationship of Reporting Person(s) to Issuer				
			INC [H	ION]			(Check all applicable)				
(Last) (First) (Middle) 101 COLUMBIA ROAD			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2008				_X_ Director10% Owner Officer (give titleOther (specify below)below)				
(Street)			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				
MORRISTOWN	, NJ 07960						Form filed by Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
	nsaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		c	6								
Reminder: Report on	a separate line	tor each cla	ass of sect	urities bene	Perso inforn requir	ns who res nation cont ed to resp lys a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	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
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)

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(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	Amoun Numbe Shares
Deferred Compensation (Phantom Shares)	<u>(1)</u>	07/01/2008		A <u>(2)</u>		571.797		(2)	(2)	Common Stock	571.7

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WRIGHT MICHAEL W 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	Х							
Signatures								
Jacqueline Whorms FOR Mich Wright	ael W.	07/02/2008						
<u>**</u> Signature of Reporting Person	I	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) 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.