## Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

HONEYWEI Form 4 July 28, 2008	LL INTERNATI	ONAL IN	IC								
FORM	1								PPROVA	L	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0	)287	
Check thi if no long	or.				Expires:	January	-				
subject to Section 10	SIAIEN	1ENT OF	F CHAN	NGES IN SECUI	Estimated	Estimated average burden hours per					
Form 4 or		_						response	•	0.5	
Form 5 obligation							nge Act of 1934,	<b>n</b>			
See Instruction 1(b). See Instruction See Instruction											
(Print or Type R	esponses)										
1. Name and Address of Reporting Person * SHINSEKI ERIC K2. Issuer Name and Ticker or Trading Symbol5. Relationship of Issuer							Reporting Person(s) to				
		HONE INC [H		INTERN	IATIONAI	L (Check all applicable)					
(Last) (First) (Middle) 101 COLUMBIA ROAD			3. Date of Earliest Transaction (Month/Day/Year) 07/25/2008				X_ Director 10% Owner Officer (give titleOther (specify below) below)				
(Street)					ata Origin	o]	6. Individual or Joint/Group Filing(Check				
				endment, D onth/Day/Yea	-	ai	Applicable Line)				
MORRISTOWN, NJ 07960Form filed by One Reporting PersonForm filed by More than One Reporting Person											
(City)	(State)	(Zip)	Tah	le I - Non-l	Dorivativa	Securities A	Acquired, Disposed o	of or Bonoficia	lly Owned		
1.Title of	7 Transaction Data	24 Deem		3.	4. Securi				-		
		nsaction Date 2A. Deem h/Day/Year) Execution any (Month/D		Date, if Transaction Code			Securities Elementically Owned	. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	1	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Reported Transaction(s) (Instr. 3 and 4)				
Reminder: Repo	ort on a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforı requi	nation cont red to resp	spond to the collec tained in this form ond unless the for ntly valid OMB cou	are not m	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	Transactio	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>	07/25/2008		A <u>(2)</u>		34.421		(2)	(2)	Common Stock	34.421

## **Reporting Owners**

Shinseki

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
SHINSEKI ERIC K 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	Х							
Signatures								
Jacqueline Whorms FOR Eric I	Κ.	07/2	8/2008					

\*\*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) Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors and will be settled in Cash upon termination or retirement.

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.