

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

HONEYWELL INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 22-264058  
(State of Incorporation) (I.R.S. Employer Identification No.)

101 Columbia Road  
P.O. Box 4000  
Morristown, New Jersey 07962-2497  
(973) 455-2000  
(Address of Principal Executive Offices) (Zip Code)

2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates

(Full Titles of the Plans)

Thomas F. Larkins, Esq.  
Vice President, Corporate Secretary and Deputy General Counsel  
101 Columbia Road  
P.O. Box 4000  
Morristown, New Jersey 07962-2497  
(973) 455-2000

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

With Copies To:

Robert M. Chilstrom, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Time Square  
New York, New York 10036  
(212) 735-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$1.00 per share: Shares available for future grants under the 2003 Stock Incentive Plan of Honeywell International Inc. and	24,907,657	\$23.89	\$595,043,925.73	\$48,139.05 (1)

its Affiliates

Total	24,907,657	\$23.89	\$595,043,925.73	\$48,139.05
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(1) The estimated exercise price of \$23.89 per share was computed in accordance with Rule 457(c) under the Securities Act by averaging the high and low sales prices of Honeywell International Inc. common stock as reported by the New York Stock Exchange Composite Tape on May 2, 2003.

EXPLANATORY NOTE

Honeywell International Inc. ("Honeywell" or the "Company") has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), to register shares of its common stock, par value \$1.00 per share (the "Common Stock"), issuable pursuant to the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "Plan").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Company will send or give the documents containing the information specified in Part I of Form S-8 to employees as specified by the Securities and Exchange Commission Rule 428(b)(1) under the Securities Act. The Company does not need to file these documents with the Securities and Exchange Commission either as part of this registration statement or as prospectuses or prospectus supplements under Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the registrant, Honeywell International Inc., a Delaware corporation, pursuant to the Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this registration statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed pursuant to the Exchange Act on March 6, 2003;

(b) The Company's Current Reports on Form 8-K, filed pursuant to the Exchange Act on January 30, 2003, January 31, 2003 and April 17, 2003; and

(c) The Company's Registration Statement on Form 8-B filed with the Commission on August 16, 1985 pursuant to the Exchange Act.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the common stock offered hereby will be passed upon for us by Gail E. Lehman, Assistant General Counsel, Securities and Finance, of Honeywell. As of May 5, 2003, Ms. Lehman beneficially owned 2,043 shares of Honeywell common stock, and had 27,460 options to acquire additional shares of Honeywell common stock granted under option plans of Honeywell.

Item 6. Indemnification of Directors and Officers.

Delaware law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, proceedings whether civil, criminal, administrative, or investigative (other than action by or in the right of the corporation -a "derivative

action"), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's charter, by-laws, disinterested director vote, shareowner vote, agreement, or otherwise.

Delaware law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareowners for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its shareowners, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) payment of unlawful dividends or unlawful stock purchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit.

Under Article ELEVENTH of Honeywell's Restated Certificate of Incorporation, each person who is or was a director or officer of Honeywell, and each director or officer of Honeywell who serves or served any other enterprise or organization at the request of Honeywell, shall be indemnified by Honeywell to the full extent permitted by Delaware law.

Under Delaware law, to the extent that such a person is successful on the merits or otherwise in defense of a suit or proceeding brought against such person by reason of the fact that such person is or was a director or officer of Honeywell, or serves or served any other enterprise or organization at the request of Honeywell, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action.

If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, such a person shall be indemnified under such law against both (1) expenses (including attorneys' fees) and (2) judgments, fines and amounts paid in settlement if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Honeywell, and with respect to any criminal action, had no reasonable cause to believe such person's conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of Honeywell, or if such suit is settled, such a person shall be indemnified under such law only against expenses (including attorneys' fees) actually and reasonably incurred in the defense or settlement of such suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Honeywell except that if such person is adjudged to be liable in such suit to Honeywell, such person cannot be made whole even for expenses unless the court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

In addition, Honeywell maintains directors' and officers' reimbursement and liability insurance pursuant to standard form policies. The risks covered by such policies include certain liabilities under the securities laws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling Honeywell pursuant to Honeywell's Restated Certificate of Incorporation, Delaware law, or otherwise, Honeywell has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and it therefore unenforceable.

Item 7. Exemption from Registration Claimed.

The securities that are to be reoffered or resold pursuant to this registration statement were issued to employees of the registrant pursuant to employee benefit plans maintained by the registrant in transactions that were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereto and/or Rule 701 thereunder.

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
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|------|--|
| 3.1  | Honeywell's Restated Certificate of Incorporation (incorporated by reference to Exhibit 3(i) to our Form 8-K filed on December 3, 1999).   |
| 3.2  | Honeywell's By-laws, as amended (incorporated by reference to Exhibit 3 (ii) to our Form 10-Q for the quarter ended September 30, 2001).   |
| 4.1  | Form of certificate representing shares of Common Stock (incorporated by reference to our Registration Statement on Form 8-B filed on August 16, 1985 (Registration No. 333-30548).              |
| 5.1  | Opinion of Gail E. Lehman, Esq., with respect to the legality of the securities being registered hereby.+  |
| 10.1 | 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A filed on March 17, 2003). |
| 23.1 | Consent of PricewaterhouseCoopers LLP.+  |
| 23.2 | Consent of Gail E. Lehman, Esq. is contained in her opinion filed as Exhibit 5.1 to this registration statement.+  |
| 24.1 | Powers of Attorney.+   |

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+ Filed herewith.

Item 9. Undertakings.

(1) The undersigned registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (b) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (d) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (e) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any

action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on this 7th day of May, 2003.

Honeywell International Inc.

By: /s/ James V. Gelly

-----  
James V. Gelly  
Treasurer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 7th day of May, 2003.

Name -----	Title -----	Date -----
* ----- David M. Cote	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	May 7, 2003
* ----- Hans W. Becherer	Director	May 7, 2003
* ----- Gordon M. Bethune	Director	May 7, 2003
* ----- Marshall N. Carter	Director	May 7, 2003
* ----- Jaime Chico Pardo	Director	May 7, 2003
* ----- Ann M. Fudge	Director	May 7, 2003
* ----- James J. Howard	Director	May 7, 2003
* ----- Bruce Karatz	Director	May 7, 2003
* ----- Robert P. Luciano	Director	May 7, 2003

\* Director May 7, 2003  
-----  
Michael W. Wright

\* Director May 7, 2003  
-----  
Russell E. Palmer

\* Director May 7, 2003  
-----  
Ivan G. Seidenberg

\* Director May 7, 2003  
-----  
John R. Stafford

/s/ John J. Tus Vice President and Controller May 7, 2003  
----- (Principal Accounting Officer)  
John J. Tus

\* By: /s/ Thomas F. Larkins May 7, 2003  
-----  
Thomas F. Larkins,  
Attorney-in-Fact

EXHIBIT INDEX

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4.1	Form of certificate representing shares of Common Stock (incorporated by reference to our Registration Statement on Form 8-B filed on August 16, 1985 (Registration No. 333-30548)).
5.1	Opinion of Gail E. Lehman, Esq., with respect to the legality of the securities being registered hereby.+
10.1	2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A filed on March 17, 2003).
23.1	Consent of PricewaterhouseCoopers LLP.+
23.2	Consent of Gail E. Lehman, Esq. is contained in her opinion filed as Exhibit 5.1 to this registration statement.+
24.1	Powers of Attorney.+
- -----	
+	Filed herewith.

Honeywell  
P.O. Box 1057  
Morristown, NJ 07962-1057

May 7, 2003

Honeywell International Inc.  
101 Columbia Road  
Morristown, NJ 07962

Ladies and Gentlemen:

I am Assistant General Counsel, Securities and Finance, of Honeywell International Inc., a Delaware corporation (the "Company"). This opinion is being rendered in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement"), as filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to up to an aggregate of 24,907,657 shares (the "Shares") of common stock, par value \$1.00 per share, of the Company ("Common Stock") which may be issued pursuant to the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "Plan").

As counsel for the Company, I have examined such documents, including the Registration Statement, the restated certificate of incorporation and by-laws of the Company and certain resolutions of the Board of Directors of the Company (the "Board") relating to the issuance of Common Stock. I have also reviewed such questions of law as I have considered necessary and appropriate for the purposes of the opinions set forth below.

Based on the foregoing, I am of the opinion that:

- (1) the Company has been duly incorporated and is a validly existing corporation under the laws of the State of Delaware;
- (2) with respect to the Shares to be issued by the Company pursuant to the terms of the Plan, the Board has taken all necessary corporate action to approve the issuance of the Shares, when issued pursuant to the terms of the Plan, the Shares will be duly authorized, validly issued, fully paid and nonassessable.

My opinion expressed above is limited to the laws of the State of New Jersey, the Delaware General Corporation Law and the federal laws of the United States of America, and I express no opinion as to the laws of any other jurisdiction.

I hereby consent to the inclusion of this opinion letter as an exhibit to the Registration Statement and the reference to me under the caption "Legal Opinions". In giving such consent, I

do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ Gail E. Lehman

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 6, 2003 relating to the financial statements, which appears in the 2002 Annual Report to Shareholders of Honeywell International Inc., which is incorporated by reference in Honeywell's Annual Report on Form 10-K for the year ended December 31, 2002. We also consent to the incorporation by reference of our report dated February 6, 2003 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey  
May 5, 2003

POWER OF ATTORNEY

Each of the undersigned, as a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint David M. Cote, Peter M. Kreindler, Richard F. Wallman, Thomas F. Larkins, John T. Tus and James V. Gelly, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan I, Honeywell Savings and Ownership Plan II, the Honeywell Truck Brake Systems Company Savings Plan, the Vericor Power Systems Savings Plan, the Data Instrument Inc. Employee Stock Ownership Plan, the Honeywell Supplemental Savings Plan, the Honeywell Executive Supplemental Savings Plan, the UK Share Purchase Plan of the Company, the Ireland Employees Share Ownership program of the Company, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Honeywell Stock Plan for Employees of the Company and its Affiliates, the 2003 Stock Incentive Plan of Honeywell International Inc., and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

/s/ Hans W. Becherer  
Hans W. Becherer, Director

/s/ Bruce Karatz  
Bruce Karatz, Director

/s/ Gordon M. Bethune  
Gordon M. Bethune, Director

/s/ Robert P. Luciano  
Robert P. Luciano, Director

/s/ Marshall N. Carter  
Marshall N. Carter, Director

/s/ Russell E. Palmer  
Russell E. Palmer, Director

/s/ Jaime Chico Pardo  
Jaime Chico Pardo, Director

/s/ Ivan G. Seidenberg  
Ivan G. Seidenberg, Director

/s/ Ann M. Fudge  
Ann M. Fudge, Director

/s/ John R. Stafford  
John R. Stafford, Director

/s/ James J. Howard  
James J. Howard, Director

/s/ Michael W. Wright  
Michael W. Wright, Director

Dated: February 6, 2003

POWER OF ATTORNEY

I, David M. Cote, a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint Peter M. Kreindler, Richard F. Wallman, Thomas F. Larkins, John T. Tus and James V. Gelly, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan I, Honeywell Savings and Ownership Plan II, the Honeywell Truck Brake Systems Company Savings Plan, the Vericor Power Systems Savings Plan, the Data Instrument Inc. Employee Stock Ownership Plan, the Honeywell Supplemental Savings Plan, the Honeywell Executive Supplemental Savings Plan, the UK Share Purchase Plan of the Company, the Ireland Employees Share Ownership program of the Company, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Honeywell Stock Plan for Employees of the Company and its Affiliates, the 2003 Stock Incentive Plan of Honeywell International Inc., and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

/s/ David M. Cote  
David M. Cote

Dated: February 6, 2003