

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT – February 23, 2011

(Date of earliest event reported)

**HONEYWELL INTERNATIONAL INC.**

(Exact name of Registrant as specified in its Charter)

DELAWARE

(State or other jurisdiction of incorporation)

1-8974

(Commission File Number)

22-2640650

(I.R.S. Employer Identification Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY

(Address of principal executive offices)

07962-2497

(Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 7.01 Regulation FD Disclosure

On February 23, 2011, Honeywell International Inc. (the “Company”) issued a press release announcing the results of its any and all cash tender offer for its outstanding 5.625% Notes due 2012, which tender offer expired on February 22, 2011. A copy of the press release is furnished herewith as Exhibit 99.1.

On February 24, 2011, the Company issued a press release announcing that it is exercising its option to redeem the entire outstanding principal amount of its 5.625% Notes due 2012. A copy of the press release is furnished herewith as Exhibit 99.2.

The information in this Item 7.01, including the exhibits attached hereto, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Honeywell International Inc. dated February 23, 2011 (Tender Offer Results)
Exhibit 99.2	Press Release of Honeywell International Inc. dated February 24, 2011 (Redemption of Notes)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 24, 2011

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins  
Thomas F. Larkins  
Vice President, Corporate Secretary and  
Deputy General Counsel

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**Contacts:****Media:**

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**Investor Relations:**

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**HONEYWELL ANNOUNCES RESULTS OF THE TENDER OFFER  
FOR ITS 5.625% NOTES DUE 2012**

MORRIS TOWNSHIP, N.J. – February 23, 2011 – Honeywell (NYSE: HON) today announced the results of its any and all cash tender offer for its outstanding 5.625% Notes due 2012 (CUSIP No. 438516AV8 / ISIN No. US438516AV85) (the “Notes”). The Offer was made upon the terms and subject to the conditions set forth in Honeywell’s Offer to Purchase dated February 14, 2011 and related letter of transmittal (the “Offer”). The Offer commenced on February 14, 2011 and expired at 5:00 p.m. New York City time on February 22, 2011 (the “Expiration Date”).

As of the Expiration Date, \$216,420,000 in aggregate principal amount of Notes had been validly tendered and accepted for payment pursuant to the Offer and not validly withdrawn. Holders that validly tendered and have not validly withdrawn their Notes on or before the Expiration Date will receive \$1,072.09 per \$1,000 principal amount of such Notes (the “Total Consideration”), plus accrued and unpaid interest of approximately \$3.44 per \$1,000 principal amount of such Notes up to, but not including, the Settlement Date (as defined below). As described in the Offer, the Total Consideration payable per \$1,000 principal amount of the Notes (before accrued interest) was calculated based on a yield to maturity (the “Tender Offer Yield”) equal to the sum of the Reference Yield of the UST Reference Security at 2:00 p.m. New York City time on February 22, 2011 plus a fixed spread of 12.5 basis points. The UST Reference Security is 0.625% UST due July 31, 2012 and the Reference Yield and the Tender Offer Yield are 0.461% and 0.586%, respectively.

The Settlement Date is February 23, 2011. After giving effect to the Offer, \$183,580,000 in aggregate principal amount of Honeywell’s 5.625% Notes due 2012 will remain outstanding.

BofA Merrill Lynch, Barclays Capital, and Citi served as the Dealer Managers for the Offer, and Global Bondholder Services Corporation served as the Information Agent and the Depositary.

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Honeywell ([www.honeywell.com](http://www.honeywell.com)) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, and Chicago Stock Exchanges. For more news and information on Honeywell, please visit [www.honeywellnow.com](http://www.honeywellnow.com).

This release contains certain statements that may be deemed "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements.

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*News Release***Contacts:****Media:**

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**Investor Relations:**

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**HONEYWELL TO REDEEM ITS 5.625% NOTES DUE 2012**

MORRIS TOWNSHIP, N.J. – February 24, 2011 – Honeywell (NYSE: HON) today announced that it is exercising its option to redeem the entire outstanding principal amount of its 5.625% Notes due 2012 (CUSIP No. 438516AV8 / ISIN No. US438516AV85) (the “Notes”), of which an aggregate principal amount of \$183,580,000 are outstanding.

The redemption date will be March 28, 2011. The “make-whole premium” redemption price will be equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes discounted to the date of redemption, on a semiannual basis, at a rate equal to the sum of the applicable Treasury Rate (as defined in the Notes) plus 12.5 basis points. Accrued interest will be paid to but excluding date of redemption. The Treasury Rate will be calculated on the third business day preceding the date of redemption.

On the redemption date, the “make-whole premium” redemption price will become due and payable. Interest on the Notes will cease to accrue on and after the redemption date. Payment of the “make-whole premium” redemption price plus accrued interest will be made upon presentation and surrender of the Notes at the principal payment office of the trustee:

DB Services Americas, Inc.  
MS: JCK01-0218  
5022 Gate Parkway, Suite 200  
Jacksonville, FL 32256

Honeywell ([www.honeywell.com](http://www.honeywell.com)) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell’s shares are traded on the New York, London, and Chicago Stock Exchanges. For more news and information on Honeywell, please visit [www.honeywellnow.com](http://www.honeywellnow.com).

This release contains certain statements that may be deemed “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements.

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