
SCHEDULE 13D

Under the Securities Exchange Act of 1934

HONEYWELL INTERNATIONAL INC.
(Name of Issuer)

Common Stock, Par Value \$1.00 per Share
(Title of Class of Securities)

438516106

(CUSIP Number)

Robert E. Healing, Esq.
General Electric Company
3135 Easton Turnpike
Fairfield, Connecticut 06431-0001
Telephone: (202) 373-2243
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 22, 2000
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

CUSIP No. 438516106

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

General Electric Company

I.R.S. Identification No. 14-0689340

(2) Check the Appropriate Box if a Member of Group (See Instructions)

(a) []

(b) []

(3) SEC Use Only

(4) Sources of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e).
[]

(6) Citizenship or Place of Organization New York

(7) Sole Voting Power 160,782,804 (1) (2)

(8) Shared Voting Power None

(9) Sole Dispositive Power 160,782,804

(10) Shared Dispositive Power None

Number of Shares
Beneficially
Owned by Each
Reporting Person
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
160,782,804 (1) (2)

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 16.8%(3)

(14) Type of Reporting Person (See Instructions) CO

1 The shares of common stock of Honeywell International Inc. (the "Issuer") covered by this report are (i) beneficially owned by a subsidiary of General Electric Company ("General Electric") or (ii) are purchasable by General Electric upon exercise of an option (the "Option") granted to General Electric pursuant to the Stock Option Agreement dated as of October 22, 2000 between Issuer and General Electric (the "Stock Option Agreement") and described in Item 4 of this report. Prior to the exercise of the Option, General Electric is not entitled to any rights as a stockholder of the Issuer as to the shares covered by the Option. The number of shares of common stock of the Issuer purchasable by General Electric under the Option, which is initially set to equal 158,746,379 shares, will be adjusted if necessary so that the number of shares purchasable by General Electric upon exercise of the Option is equal to 19.9% of the total outstanding shares of common stock of the Issuer immediately prior to the time of such exercise. The Option may only be exercised upon the happening of certain events, none of which has occurred as of the date hereof. Prior to such exercise, General Electric expressly disclaims beneficial ownership of the shares of common stock of the Issuer which are purchasable by General Electric upon exercise of the Option.

The number of shares indicated represents approximately 19.9% of the total outstanding shares of common stock of the Issuer as of September 30, 2000, excluding shares issuable upon exercise of the Option, as represented by the Issuer in the Agreement and Plan of Merger dated as of October 22, 2000 between the Issuer and General Electric.

2 Includes 2,036,425 shares of common stock of the Issuer held by wholly-owned subsidiaries of General Electric.

3 Calculated assuming the issuance by the Issuer of 158,746,379 shares of common stock of the Issuer upon exercise of the Option as described herein.

Item 1. Security and Issuer

This Schedule 13D relates to the common stock, par value \$1.00 per share (the "Common Stock," an individual share of which is a "Share"), of Honeywell International Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 101 Columbia Road, Morristown, New Jersey 07962-2497.

Item 2. Identity and Background

This Schedule 13D is filed by General Electric Company, a New York corporation ("General Electric"). General Electric is one of the largest and most diversified industrial corporations in the world. General Electric has engaged in developing, manufacturing and marketing a wide variety of products for the generation, transmission, distribution, control and utilization of electricity since its incorporation in 1892. Over the years, General Electric has developed or acquired new technologies and services that have broadened considerably the scope of its activities. General Electric's products include major appliances; lighting products; industrial automation products; medical diagnostic imaging equipment; motors; electrical distribution and control equipment; locomotives; power generation and delivery products; nuclear power support services and fuel assemblies; commercial and military aircraft jet engines; and engineered materials, such as plastics, silicones and superabrasive industrial diamonds. General Electric's services include product services; electrical product supply houses; electrical apparatus installation, engineering, repair and rebuilding services; and computer-related information services. Through its affiliate, the National Broadcasting Company, Inc., General Electric delivers network television services, operates television stations, and provides cable programming and distribution services. Through another affiliate, General Electric Capital Services, Inc., General Electric offers a broad array of financial and other services including consumer financing, commercial and industrial financing, real estate financing, asset management and leasing, mortgage services, consumer savings and insurance services, specialty insurance and reinsurance, and satellite communications.

General Electric operates in more than 100 countries around the world, including 280 manufacturing plants in 26 different nations. General Electric's principal executive offices are located at 3135 Easton Turnpike, Fairfield, CT 06431 (telephone (203) 373-2211).

General Electric has not and, to the best of General Electric's knowledge, none of its executive officers or directors has been, during the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

The name, business address and present principal occupation (including the name and address of the corporation or organization in which such employment is conducted) of each executive officer and director of General Electric is set forth in Schedule A to this Schedule 13D

and is specifically incorporated herein by reference in its entirety. All such persons are citizens of the United States unless otherwise noted in Schedule A.

Item 3. Source and Amount of Funds or Other Consideration

This Statement relates to an option granted to General Electric by the Issuer to purchase shares of Common Stock from the Issuer as described in Item 4 below (the "Option"). The Option entitles General Electric to purchase up to 158,746,379 Shares (the "Option Shares") under the circumstances specified in the Stock Option Agreement dated as of October 22, 2000 between General Electric and the Issuer (the "Stock Option Agreement") and as described in Item 4 below for a purchase price of \$55.12375 per Share (the "Purchase Price"). The number of Option Shares will be adjusted if necessary so that the number of Shares purchasable by General Electric upon exercise of the Option is equal to 19.9% of the total outstanding Shares of common stock of the Issuer immediately prior to the time of such exercise.

The Option was granted by the Issuer as an inducement to General Electric to enter into the Agreement and Plan of Merger dated as of October 22, 2000 between General Electric and the Issuer (the "Merger Agreement"). Pursuant to the Merger Agreement and subject to the terms and conditions set forth therein (including approval by the stockholders of the Issuer and various regulatory agencies), a subsidiary of General Electric will merge with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation, and each issued and outstanding Share, generally, other than those Shares owned by General Electric or the Issuer, will be converted into the right to receive 1.055 shares of common stock, par value \$0.06 per share, of General Electric. If the Merger is consummated in accordance with the terms of the Merger Agreement, the Option will not be exercised. No monetary consideration was paid by General Electric to the Issuer for the Option.

If General Electric elects to exercise the Option, it currently anticipates that the funds needed to pay the Purchase Price will be generated by available working capital.

Item 4. Purpose of Transaction

As stated above, the Option was granted to General Electric in connection with the execution of the Merger Agreement. General Electric entered into the Stock Option Agreement in order to help ensure the closing of the Merger Agreement. General Electric currently anticipates that it will acquire all of the outstanding common stock of the Issuer upon consummation of the Merger.

The Option shall become exercisable upon the occurrence of certain events set forth in Section 3 of the Stock Option Agreement, none of which has occurred at the time of this filing.

General Electric has the right to cause the Issuer to prepare and file up to two registration statements under the Securities Act of 1933, as amended, in order to permit the sale by General Electric of any Option Shares purchased under the Option.

The descriptions herein of the Stock Option Agreement and the Merger Agreement are qualified in their entirety by reference to such agreements, copies of which are filed as Exhibits 99(a) and 99(b), respectively, to this Schedule 13D, and which are specifically incorporated herein by reference in their entirety.

General Electric currently intends to acquire all of the common stock of the Issuer upon the consummation of the Merger. Other than as described above, General Electric has no plans or proposals which relate to, or may result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D (although General Electric reserves the right to develop such plans).

Item 5. Interest in Securities of the Issuer

As a result of the issuance of the Option, General Electric may be deemed to be the beneficial owner of 160,782,804 Shares, which would represent approximately 16.8% of the Shares outstanding after exercise of the Option (based on the number of Shares outstanding on September 30, 2000, as set forth in the Merger Agreement). General Electric will have sole voting and dispositive power with respect to such Shares.

The Option Shares described herein are subject to the Option, which is not currently exercisable. Nothing herein shall be deemed to be an admission by General Electric as to the beneficial ownership of any Shares, and, prior to exercise of the Option, General Electric disclaims beneficial ownership of all Option Shares.

Except as described herein, or in Schedule B hereto, neither General Electric nor, to the best of General Electric's knowledge, any other person referred to in Schedule A attached hereto, beneficially owns or has acquired or disposed of any Shares of the Issuer during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except for the Merger Agreement and the Stock Option Agreement, and except as described in the preceding paragraph, none of the persons named in Item 2 has any contracts, arrangements, understandings or relationships (legal or otherwise) with any persons with respect to any securities of the Issuer, including, but not limited to, transfers or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits

Exhibit Description

- 99(a) Stock Option Agreement dated as of October 22, 2000 between Honeywell International Inc., as Issuer, and General Electric Company, as Grantee (incorporated by reference to Exhibit 2.7 to the Current Report on Form 8-K of Honeywell International Inc. dated October 25, 2000).
- 99(b) Agreement and Plan of Merger dated as of October 22, 2000 between Honeywell International Inc. and General Electric Company (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Honeywell International Inc. dated October 25, 2000).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and accurate.

November 1, 2000

GENERAL ELECTRIC COMPANY.

By: /s/ Robert E. Healing

Name: Robert E. Healing
Title: Corporate Counsel

SCHEDULE A

GENERAL ELECTRIC COMPANY

DIRECTORS

NAME - - - - -	PRESENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION -----
J.I.Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Business Administration-Graduate School of Business Administration, Harvard University
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairman, Illinois Tool Works
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman, General Electric Capital Services, Inc.
P. Fresco	Fiat SpA via Nizza 250 10126 Torino, Italy	Chairman of the Board, Fiat SpA
A. M. Fudge	Kraft Foods, Inc. 555 South Broadway Tarrytown, NY 10591	Executive Vice President, Kraft Foods, Inc.
C.X. Gonzalez	Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico	Chairman of the Board and Chief Executive Officer, Kimberly-Clark de Mexico, S.A. de C.V.
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	President and Chief Executive Officer, Avon Products, Inc.
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President and Chief Executive Officer, Invemed Associates, Inc.
Scott G. McNealy	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, President and Chief Executive Officer, Sun Microsystems, Inc.

GENERAL ELECTRIC COMPANY DIRECTORS (CONTINUED)

NAME -----	PRESENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION -----
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member of the Board of Directors, Federated Department Stores
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman of the Board and President, Penske Corporation
F.H.T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Emeritus, Cornell University
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of the Board and CEO and former Director, Champion International Corporation
D.A. Warner III	J. P. Morgan & Co., Inc. & Morgan Guaranty Trust Co. 60 Wall Street New York, NY 10260	Chairman of the Board, President, and Chief Executive Officer, J.P. Morgan & Co. Incorporated and Morgan Guaranty Trust Company
J.F. Welch, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board and Chief Executive Officer, General Electric Company
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Board and Executive Officer, General Electric Company; President and Chief Executive Officer, National Broadcasting Company, Inc.

Citizenship

P. Fresco	Italy
C. X. Gonzalez	Mexico
Andrea Jung	Canada
All Others	U.S.A.

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS

NAME - - - - -	PRESENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION -----
J.F. Welch, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board and Chief Executive Officer
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and Comptroller
F.S. Blake	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President - Corporate Business Development
J.R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and Treasurer
W.J. Conaty	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President - Human Resources
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman, General Electric Capital Services, Inc.
Scott C. Donnelly	General Electric Company P. O. Box 8 Schenectady, NY 12301	Senior Vice President - Corporate Research and Development
Matthew J. Espe	General Electric Company Nela Park Cleveland, OH 44112	Senior Vice President - GE Lighting
B.W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President - General Counsel and Secretary
J.R. Immelt	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice President - GE Medical Systems

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS (Continued)

NAME - - - - -	PRESENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION -----
L. R. Johnston	General Electric Company Appliance Park Louisville, KY 40225	Senior Vice President - GE Appliances
J. Krenicki, Jr.	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President - GE Transportation Systems
W.J. McNerney, Jr.	General Electric Company 1 Neumann Way Cincinnati, OH 05215	Senior Vice President - GE Aircraft Engines
R.L. Nardelli	General Electric Company 1 River Road Schenectady, NY 12345	Senior Vice President - GE Power Systems
R.W. Nelson	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President - Corporate Financial Planning and Analysis
G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President - Chief Information Officer
J.G. Rice	General Electric Company 1 River Road Schenectady, NY 12345	Vice President - GE Power Systems
G.L. Rogers	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice President - GE Plastics
K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President - Finance and Chief Financial Officer
L.G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice President - GE Industrial Systems
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Board and Executive Officer, General Electric Company; President and Chief Executive Officer, National Broadcasting Company, Inc.

Citizenship of All Executive Officers

U.S.A.

SCHEDULE B
BENEFICIAL OWNERSHIP OF SHARES OF
HONEYWELL INTERNATIONAL INC.

1. Francis S. Blake, a Senior Vice President - Corporate Business Development of General Electric, owns 75 shares of Honeywell common stock. These shares were purchased more than 60 days prior to November 1, 2000, the date of the filing of the Schedule 13D to which this Schedule B is attached.
2. Ann M. Fudge, a director of General Electric, owns 6000 shares of Honeywell restricted common stock. Ms Fudge holds options to purchase 14,000 shares of Honeywell common stock, of which 12,200 are currently exercisable. The options that are not currently exercisable will become exercisable in connection with the consummation of the merger agreement. All of these shares and options were purchased by or awarded to Ms. Fudge more than 60 days prior to November 1, 2000, the date of the filing of the Schedule 13D to which this Schedule B is attached.
3. Andrew C. Sigler, a director of General Electric, owns 6000 shares of Honeywell common stock. All of these shares were purchased by Mr. Sigler more than 60 days prior to November 1, 2000, the date of the filing of the Schedule 13D to which this Schedule B is attached. On September 28, 2000, Mr. Sigler sold 3,000 shares of Honeywell common stock at the prevailing market price.
4. John F. Welch, Jr., a director and the Chairman of the Board and Chief Executive Officer of General Electric, owns 19,900 shares of Honeywell common stock. All of these shares were purchased by Mr. Welch more than 60 days prior to November 1, 2000, the date of the filing of the Schedule 13D to which this Schedule B is attached.