FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL** 3235-0287 Estimated average burden

hours per response:

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(h)	
Instruction 1(b).	
	Section 16. Form 4 or Form 5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3, 4 and 5)   Expiration Date (Month/Day/Year)   Code (Instr. 3)   Expiration Date (Month/Day/Year)   Code (Instr. 4)   Expiration Date (Instr. 4)   Expiration																		
(Last) (First) (Middle)  101 COLUMBIA ROAD  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  MORRISTOWN NJ 07962  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 3)  Table II - Derivative Securities Acquired (A) or Code (Instr. 4)  Table II - Derivative Securities Acquired (A) or Code (Instr. 4)  Table II - Derivative Securities Acquired (A) or Code (Instr. 4)  Table II - Derivative Securities Acquired (A) or Code (Instr. 4)  Table II - Derivative Securities Acquired (A) or Code (Instr. 4)  Table II - Derivative Securities Acquired (A) or Code (Instr. 4)  Table II - Derivative Securities Acquired (A) or Securities S	. •					HONEYWELL INTERNATIONAL INC [								(Check all applicable)				
(Street) MORRISTOWN NJ 07962  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction (Month/Day/Year)  Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 5)  Table II - Derivative Securities Acquired (Instr. 4)  Table II - Derivative Se	Jaines 1	H	Officer											-				
Sr. VP, HR & Communications    Street    Stree	(1 +)			(give title														
(Street)  MORRISTOWN NJ  O7962  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed Of (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or Disposed (D) (Instr. 4)  Table II - Derivative Securities Acquired (A) Or													Sr. VP, HR & Communications					
(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Indirect Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 4)  2. Conversion or Exercise (Instr. 3)  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4)  4. S. Number of Derivative Securities (Month/Day/Year) (Instr. 5) (Instr. 4)  5. Date Exercisable Date (Month/Day/Year) (Instr. 5) (Instr. 5) (Instr. 6) (Instr. 4) (Instr. 4)  Employee Security Securities (Instr. 6) (I	101 COL	LUMBIA	ROAD		[0.	2/29/2	2012											
City					4.	If Ame	endment, [	Oate o	f Original Fi	ed (Month/[	ay/Year)				oint/Group Fi	iling (Check A	pplicable	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)    2. Transaction Date (Month/Day/Year)   2. Transaction Code (Instr. 4)   2. Transaction (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Code (Instr. 4)   2. Transaction (Month/Day/Year)   3. Transaction (Instr. 4)   3. Transaction (Month/Day/Year)   3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Transaction (Month/Day/Year)   4. Transaction Date (Month/Day/Year)   4. Transact	` '	CITICAL IN L	ATT.	07063									1 ′		lad by One D	Samantina Dava		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Price (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Following (Instr. 4)  Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Month/Day/Year)  2. Conversion Or Exercise Price of Perivative Securities (Instr. 3)  3. Transaction (S) (Instr. 4)  4. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Derivative Securities (Instr. 4)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities (Instr. 4)  8. Price of Derivative Securities (Instr. 4)  9. Number of Securities (Instr. 4)  9. Number of Derivative Securities (Instr. 4)  9. Number of Securities (Instr. 4)  10. Ownership Securities (Instr. 4)  11. Nature (Indirect (Indirect (Indirect (Indirect (Indirect (Indirect (Indirect (Indirect (I) (Instr. 4)  10. Ownership Securities (Instr. 4)  11. Nature (Indirect (I) (Instr. 4)  12. Nature (Indirect (I) (Instr. 4)  13. Nature (Indirect (I) (Instr. 4)  14. Nature (Instr. 4)  15. Nature (Instr. 4)  16. Date Exercisable a	MORRIS	SIOWN	NJ	0/962									^	_	,			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Ge.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Month/Day/Year)  2. Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  3. Transaction Date Securities (Month/Day/Year)  3. Transaction Date Securities Securities (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Securities (D) or Indirect (D) Owned (Instr. 4)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date Securities (Month/Day/Year)  8. Price of Derivative Securities Securities Derivative Security (Instr. 3)  8. Price of Derivative Securities Derivative Security (Instr. 5)  9. Number of Derivative Securities Securities Securities Derivative Securities Securit																пап Опе кер	orung	
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (G)  4. Sumber of Derivative Security (Instr. 3)  5. Amount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 4)  2. Conversion or Exercise Price of Price of Operivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 4)  5. Amount of Securities Date (Indirect Date (Instr. 4)  5. Owned Following (Instr. 4)  5. Owned Following (Instr. 4)  6. Oate Exercisable and Transaction Date (Instr. 4)  6. Oate Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Security (Instr. 3)  8. Price of Derivative Security (Instr. 4)  9. Number of Securities Date (Indirect	(City)	(	State)	(Zip)														
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3, 4 and 5)   Expiration Date (Month/Day/Year)   Code (Instr. 3)   Expiration Date (Month/Day/Year)   Code (Instr. 4)   Expiration Date (Instr. 4)   Expiration			Та	ble I - Non-D	erivati	ve Se	ecurities	s Ac	quired, D	isposed	of, or B	enefi	cially	Owned				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Instr. 4)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities (Instr. 4)  6. Date Exercisable and Expiration Date (Month/Day/Year)  (Instr. 3)  7. Title and Amount of Securities Security (Instr. 5)  Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Amount (I) Or Indirect (I) (Instr. 4)  Table II - Derivative Securities Acquired, Ownership (Instr. 4)  Transaction Date (Month/Day/Year)  Acquired (A) or Disposed of, or Beneficially Owned (Instr. 4)  Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Acquired (A) or Disposed of, or Beneficially Owned (Instr. 4)  Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction (I) (Instr. 4)  Transaction (I) (Instr. 4)  Transaction (Instr. 4)  Transactio	1. Title of S	Security (In	str. 3)										7. Nature of					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Derivative Securities (Month/Day/Year)  8. Price of Derivative Securities Porm: Direct (D) Ownership Derivative Securities (Month/Day/Year)  9. Number of derivative Securities Porm: Direct (D) Ownership Derivative Securities (Month/Day/Year)  10. Ownership Derivative Security (Instr. 3 and 4)  11. Nature of Securities Acquired (A) or Disposed of Operivative Securities (Month/Day/Year)  12. Nature of Securities Acquired (A) or Disposed of Operivative Securities (Month/Day/Year)  13. Transaction Date (Month/Day/Year)  14. Nature of Securities (Month/Day/Year)  15. Number of Securities (Month/Day/Yea						nth/Day/Year)		if any				nstr. 3,	4 and 5	Beneficia	ily (	D) or Indirect	Beneficial	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Conversion or Exercise Price of Derivative Security Securities S							(Month/Day/Yea		ır)   8)					Reported		) (Instr. 4)		
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security Securities Secur									Code	Amoun			rice					
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security Securities Secur				Table II - De	rivative	S S S S	uritios	Λcαι	uired Die	nosed o	f or Ro	nofici	ially (	Jwned				
Derivative Security (Instr. 3)  Date (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Derivative Security (Instr. 3)  Derivative Security (Instr. 3)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 5)  Derivative Security (Instr. 5)  Derivative Security (Instr. 4)  Derivative Security (Instr. 4)  Derivative Security (Instr. 4)  Derivative Security (Instr. 4)  Derivat														JWIICU				
Security (Instr. 3) or Exercise Price of Derivative Security Security  Security  Or Exercise Price of Derivative Security  Or Exercise Price of Derivative Security  Security  Or Exercise Price of Derivative Security  Or Exercise Price of Derivative Security  Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  Or Order V  (Instr. 4)  Orderlying Derivative Security (Instr. 5)  Order V  (Instr. 4)  Orderlying Derivative Security (Instr. 5)  Order Form: Direct (D) Or Indirect (I) (Instr. 4)  Order Form: Direct (D) Order Form: Direct (D) Order Form: Direct (D) Order Form: Owners (Instr. 4)  Order Form: Direct (D) Order Form: Direct (D) Order Form: Direct (D) Order Form: Owners (Instr. 4)  Order Form: Direct (D) Order Form: Direct	1. Title of	2.	3. Transaction	3A. Deemed	4.								ount				11. Nature	
(Instr. 3) Price of Derivative Security Security Price of Derivative Security Security Security Price of Derivative Security Secu					Code (Instr.		Securities Acquired (A) or Disposed of (D) (Instr.		(Month/Day/Year) Underlying Derivative Secu								ip of Indirect Beneficial	
Security  of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Expiration Date Title  Employee  Seel 27 02707212 (1) (1) (Instr. 4)  Amount or Number of Shares  (I) (I) (Instr. 4)  Code V (A) (D) Date Expiration Date Title  Code V (A) (D) Date Expiration Date (I) (Instr. 4)  Amount or Number of Shares  Common 115 000 Common Date (I) (Instr. 4)	(Instr. 3)			(Month/Day/Yea									ırity	(Instr. 5)	Owned Following			
Code V (A) (D) Date Expiration or Number of Shares  Employee Short Street Stree																		
Code V (A) (D) Date Expiration Date Title or Number of Shares  Employee Shale Story 02/20/2012 (1) 02/20/2022 Common 115 000 D							3, 4 anu :	"							Transaction(s)	ı(s)		
Code V (A) (D) Exercisable Date Title of Shares  Employee Short: \$50.97  03707013												or			(Instr. 4)			
Stock   \$50.97   02/20/2012   4(1)   115.000   (1)   02/29/2022   COMMON   115.000   D					Code	l <sub>v</sub>	(A)	(D)										
Stock   \$50.97   02/20/2012   4(1)   115.000   (1)   02/29/2022   COMMON   115.000   D	Employee							Н			6							
Options   4.57   113,000   (1)   02/25/2022   Stock   113,000   50   113,000   15	Stock Options	\$59.87	02/29/2012		A <sup>(1)</sup>		115,000		(1)	02/28/202		"   115	5,000	\$0	115,000	D		

## **Explanation of Responses:**

1. The Employee Stock Options were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vest in four equal annual installments, with the first installment vesting on 3/1/2013.

> Jacqueline Katzel for Mark R. 03/02/2012 <u>James</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.