

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 2 TO  
SCHEDULE 14D-1  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

AND

AMENDMENT NO. 2 TO  
SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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TRISTAR AEROSPACE CO.  
(Name of Subject Company)

HONEYWELL INTERNATIONAL INC.  
(FORMERLY ALLIEDSIGNAL INC.)  
ALLIEDSIGNAL ACQUISITION CORP.

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(BIDDERS)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(TITLE OF CLASS OF SECURITIES)

89674L-10-1

(CUSIP NUMBER OF COMMON STOCK)

PETER M. KREINDLER, ESQ.  
HONEYWELL INTERNATIONAL INC.  
101 COLUMBIA ROAD  
MORRIS TOWNSHIP, NJ 07962  
(973) 455-5513

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

WITH COPIES TO:

DAVID K. ROBBINS, ESQ.  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON  
350 SOUTH GRAND AVENUE, 32ND FLOOR  
LOS ANGELES, CALIFORNIA 90071-3406  
(213) 473-2000

=====

1 NAME OF REPORTING PERSON/  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Honeywell International Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 16,687,648  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 0  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH 16,687,648  
10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,687,648

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
96.6%

14 TYPE OF REPORTING PERSON\*  
CO

1 NAME OF REPORTING PERSON/  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AlliedSignal Acquisition Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
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Delaware

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BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 0

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PERSON WITH 16,687,648

10 SHARED DISPOSITIVE POWER

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

96.6%

14 TYPE OF REPORTING PERSON\*

CO

This Amendment No. 2, filed on December 7, 1999, to the Schedules 14D-1 and 13D, filed on November 5, 1999, as amended by Amendment No. 1 to those Schedules, filed on November 22, 1999, relates to the offer by AlliedSignal Acquisition Corp., a Delaware corporation ("Offeror") and a direct wholly owned subsidiary of Honeywell International Inc., a Delaware corporation (formerly AlliedSignal Inc., a Delaware corporation) ("Parent"), to purchase all outstanding shares of Common Stock, par value \$.01 per share (the "Shares"), of TriStar Aerospace Co., a Delaware corporation (the "Company"), at a purchase price of \$9.50 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 5, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal (the "Letter of Transmittal," which together with the Offer to Purchase constitutes the "Offer").

This amendment is the final amendment to the Schedule 14D-1 required by General Instruction D to such Schedule, and is also Amendment No. 2 to the Schedule 13D. The tender offer terminated at 12:00 midnight, New York City time, on Monday, December 6, 1999. A total of approximately 16,687,648 Shares were properly tendered and not withdrawn as of the termination of the tender offer (including 194,221 Shares tendered by notice of guaranteed delivery). This represented approximately 96.6% of the issued and outstanding Shares of the Company.

ITEM 1. SECURITY AND SUBJECT COMPANY

Item 1 is hereby amended to add the following information:

Because less than 600,000 Shares remained untendered as of the termination of the tender offer, on December 7, 1999, the New York Stock Exchange informed the Company that it had halted trading in the Shares and begun delisting procedures.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended to add the following information:

On December 1, 1999, a wholly owned subsidiary of AlliedSignal Inc. merged with Honeywell Inc. In connection therewith, AlliedSignal Inc. changed its name to Honeywell International Inc. Its principal executive offices remain located at 101 Columbia Road, Morris Township, New Jersey 07692.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

- (a)(11) - Form of Press Release, as issued by Parent on December 7, 1999.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 7, 1999

HONEYWELL INTERNATIONAL INC.

By:/s/ Peter M. Kreindler

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Name: Peter M. Kreindler  
Title: Senior Vice President and  
General Counsel

ALLIEDSIGNAL ACQUISITION CORP.

By:/s/ Peter M. Kreindler

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Name: Peter M. Kreindler  
Title: President

EXHIBIT INDEX

EXHIBIT

DESCRIPTION NO.

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(a)(11) -- Form of Press Release, as issued by Parent on December 7, 1999.

Contact: Tom Crane  
(973) 455-4732

HONEYWELL COMPLETES SUCCESSFUL TENDER  
OFFER FOR TRISTAR AEROSPACE CO.

MORRIS TOWNSHIP, N.J. -- (Business Wire) -- December 7, 1999 --  
Honeywell (NYSE: HON) said today that it has completed a successful tender offer initiated by AlliedSignal Inc. for all of the outstanding shares of common stock of TriStar Aerospace Co. (NYSE: TSX).

The tender offer expired at 12:00 midnight New York City time on Monday, December 6, 1999. Approximately 16.7 million shares of TriStar have been tendered, representing more than 96% of the company's outstanding shares. Honeywell will accept for payment all of the shares validly tendered at the tender offer price of \$9.50 per share.

Honeywell intends to promptly complete the transaction in accordance with Delaware's short-form merger provisions. As a result of the merger, each remaining outstanding share of TriStar will be converted, subject to appraisal rights, into the right to receive \$9.50, in cash, without interest.

TriStar, headquartered in Dallas, Texas, is a leading provider of fasteners, fastening systems and related hardware to the aerospace industry. It also provides just-in-time and automatic parts replenishment and other customized inventory management services.

Honeywell's aerospace business has sales of US\$10.5 billion and is headquartered in Phoenix, Arizona, USA. It is a leading global provider of integrated avionics, engines, systems and service solutions for aircraft manufacturers, airlines, business and general aviation, military and airport operations.

Honeywell is a US\$24-billion diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes and industry; automotive products; power generation systems; specialty chemicals; fibers; plastics; and electronic and advanced materials. The company employs approximately 120,000 people in 95 countries. Honeywell is traded on the New York Stock Exchange under the symbol HON, as well as on the London, Chicago and Pacific stock exchanges. It is one of the 30 stocks that make up the Dow Jones Industrial Average and is also a component of the Standard & Poor's 500 Index. Additional information on the company is available on the Internet at [www.honeywell.com](http://www.honeywell.com).

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This release contains forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934, including statements about future business operations, financial performance and market conditions. Such forward-looking statements involve risks and uncertainties inherent in business forecasts.  
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