SEC Form	4
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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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0.5

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

			0,000								
1. Name and Address of Reporting Person*           DICCIANI NANCE K				-	0,	<sup>ymbol</sup> F <u>IONAL INC</u> [		ationship of Reporting Person(s) to Iss k all applicable) Director 10% Of Officer (give title Other ( below) below)		)wner (specify	
(Last) HONEYWELL 101 COLUMBIA	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)     President & CEO, Materi       09/19/2003     President & CEO, Materi						S	
			4. If Am	nendment, Date of (	Original Filed (	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) MORRISTOWN	I NJ	07962					Line)	Form filed by One Form filed by Mor Person			
(City)	(State)	(Zip)						Feison			
		Table I - Nor	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benefi	cially C	Dwned			
			2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	

e of Security (insu: 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Owned Following	(D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<u> </u>																					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		n of r. Derivative Securities Acquired (A) or Disposed of (D) (Instr.		6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		rivative curities quired o or sposed (Month/Day/Year) curities (Month/Day/Year) curities (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares										
Supplemental Savings Plan Interests	\$1	09/19/2003		A <sup>(1)</sup>		15.208		08/08/1988	08/08/1988	Common Stock	15.208	\$27.97	388.622	D							

Explanation of Responses:

1. Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 9/19/03.

Gail E. Lehman fo	r Nance K.
<u>Dicciani</u>	

09/23/2003

\*\* Signature of Reporting Person Date

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

\* 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.