

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Winters Kathleen A</u> (Last) (First) (Middle) <u>101 COLUMBIA ROAD</u> (Street) <u>MORRISTOWN NJ 07960</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC [HON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2012		M		7,000	A	\$23.93	25,241	D	
Common Stock	07/27/2012		S		4,631	D	\$59.2 ⁽¹⁾	20,610	D	
Common Stock	07/27/2012		M		2,310	A	\$58.67	22,920	D	
Common Stock	07/27/2012		F		759	D	\$58.67	22,161	D	
Common Stock								1,529.931	I	Held in 401(k) plan

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 or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (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
Stock Option (right to buy)	\$23.93	07/27/2012		M		7,000		01/01/2006	02/06/2013 ⁽²⁾	Common Stock	7,000	\$0	0	D	
Restricted Units	⁽³⁾	07/27/2012	07/27/2012	M		2,310		07/27/2012	07/27/2012	Common Stock	2,310	\$0	2,380	D	
Supplemental Savings Plan Interests	⁽³⁾	07/27/2012		A ⁽⁴⁾		7.43		⁽⁴⁾	⁽⁴⁾	Common Stock	7.43	\$59.01	977.733	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to \$59.21, inclusive. The reporting person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.
- 7,000 options were granted to the Reporting Person on February 7, 2003 under the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates and, if not exercised, would have expired on February 6, 2013. There have been no prior exercises with respect to this grant. Following the exercise, the Reporting Person remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.
- Instrument converts to common stock on a one-for-one basis.
- Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 07/27/2012.

Jacqueline Katzel for Kathleen Winters 07/31/2012

** 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.