

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT
OF 1934
DATE OF REPORT - August 17, 2000
(Date of earliest event reported)

Honeywell International Inc.
(Exact name of Registrant as specified in its Charter)

DELAWARE	1-8974	22-2640650
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY 07962-2497
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

ITEM 5. OTHER EVENTS.

On August 17, 2000, Honeywell International Inc. affirmed its plans to exit certain non-core business. We announced that charges with these portfolio changes were expected to range from \$300 million to \$350 million (pre-tax) in the third quarter of 2000. Anticipated portfolio changes include the divestiture of the Friction Materials business and a loss related to an investment in a basic chemical manufacturing company.

Repositioning and other charges, which are primarily related to our previously announced cost-reduction activities, are expected to be an additional \$100 million to \$125 million in the third quarter.

Attached as Exhibits 99.1 and 99.2 hereto are press releases we issued on August 24 and September 5, 2000 describing certain developments in connection with our plans to exit non-core businesses.

This current report contains forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934, including statements about future actions regarding our business operations and financial charges that we expect to make. Such forward-looking statements involve risks and uncertainties inherent in business forecasts.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 8, 2000

Honeywell International Inc.
(Registrant)

By:/s/ Peter M. Kreindler

Peter M. Kreindler
Senior Vice President and
General Counsel

HONEYWELL PLANS TO SELL AUTOMOTIVE CONSUMER PRODUCTS GROUP
INCLUDING PRESTONE, FRAM, AUTOLITE, AND HOLTS BRANDS

COMPANY CONTINUES PLAN TO DIVEST NON-CORE BUSINESSES

MORRIS TOWNSHIP, New Jersey, August 24, 2000 - Honeywell [NYSE:HON] today announced it has retained Salomon Smith Barney to assist the company in finding a buyer for its Consumer Products Group (CPG) business unit, a manufacturer and marketer of consumer products for the automotive industry.

"As promised, we are moving swiftly to focus our resources and reconfigure our portfolio to maximize its potential, while increasing the value-creation capabilities of our strong core businesses," said Michael R. Bonsignore, Honeywell's Chairman and CEO. "With its leading brands, strong financial performance, world-class product development capabilities, and outstanding employees, we expect that CPG will be very attractive to potential buyers with a long-term commitment to the automotive marketplace."

Honeywell's Consumer Products Group is comprised of four major business enterprises: Prestone, FRAM, Autolite, and Holts. It manufactures and markets consumer-branded automotive products for the aftermarket, as well as for automotive original equipment manufacturers and installers. A leader in automotive product research, development, engineering, and manufacturing technology, it is a world leader in branded filters, spark plugs and car care products. Each of these four major brands is over 60 years old.

Prestone, perhaps best known as the leading brand of antifreeze/coolant sold in America, also includes about 100 car care products, such as the Jump It!, portable jump starter and power source and a line of premium fuel additives. FRAM is a leading global brand of oil, air, fuel and other filters for a variety of applications in gasoline- and diesel-powered vehicles. Autolite is one of North America's largest producers of spark plugs, offering a complete line of standard plugs, premium platinum plugs and ignition wire sets. Holt Lloyd is a leading European and Asian automotive aftermarket supplier of car care products sold under the Holts, Redex, Simoniz, and Start Pilote, brand names.

"This transaction will enable CPG's great brands to work for a buyer who is eager to invest or expand in the huge consumable automotive aftermarket," said David E. Berges, President, Consumer Products Group.

Approximately 4,400 employees work for Honeywell's Consumer Products Group, which is headquartered in Danbury, Connecticut, and has 17 manufacturing locations around the world. In 1999, CPG generated about \$1.1 billion in net sales up 6% from the prior year.

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 is a leading provider of software and solutions, and Internet e-hubs including MyPlant.com, MyFacilities.com and MyAircraft.com (joint venture with United Technologies and i2 Technologies). Honeywell employs approximately 120,000 people in 95 countries and 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.

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.

QUESTOR PARTNERS FUND II TO ACQUIRE
HONEYWELL'S BRAKE PRODUCTS BUSINESS

BENDIX, JURID, ROADTUFF BRANDS SERVE GLOBAL
TRUCK, AUTOMOBILE AND OTHER TRANSPORTATION INDUSTRIES;
ANNUAL REVENUES OF GROUP APPROXIMATELY \$1 BILLION

SOUTHFIELD, Michigan, and MORRIS TOWNSHIP, New Jersey, September 5, 2000 - Questor Partners Fund II, L.P. and Honeywell (NYSE: HON) announced today that they have reached an agreement in principle for Questor to acquire Honeywell's Friction Materials business, which supplies brake products to a wide range of transportation industries. Terms of the transaction were not disclosed.

The business, which has annual sales of approximately \$1 billion, manufactures and markets disc brake pads, drum brake linings and other brake products for both original equipment manufacturers and the automotive aftermarket. The business also distributes brake fluids and parts as well as other braking components. The brand names involved include Bendix, JURID and RoadTuff, and the products are used in passenger cars, light-, medium- and heavy-duty trucks, trailers and other transportation applications. Honeywell will retain the right to use the Bendix name in some applications outside the Friction Materials business.

The Friction Materials business is a separate business unit from the Bendix Commercial Vehicle Systems business, which will remain a part of Honeywell.

Honeywell's Friction Materials business, headquartered in Troy, Mich., has 13 manufacturing plants and five engineering facilities, situated in nine countries. Customers include most of the world's leading car, truck and brake manufacturers, as well as major aftermarket buying groups, automotive retailers and specialty installers. The Friction Materials business' successful Bendix brand celebrated its 75th anniversary in 1999.

"The Honeywell Friction Materials business has some of the best-known brand names in the industry, and a well-deserved reputation for production and engineering excellence, understanding brake system dynamics, solving noise, vibration and harshness problems, and designing and developing environmentally friendly materials," Jay Alix, managing principal of Questor, said. "Questor's management has extensive experience in the automotive industry, where we have lent our expertise to companies like National Car Rental, Ryder TRS, Inc., and AP Automotive Systems. We are confident that we will improve on the Honeywell group's already enviable reputation and significant market share in the global economy."

"Friction Materials has been a valuable part of our portfolio over the years, but it no longer fits with our long-term plans. This transaction will benefit both customers and employees because of Questor's commitment to the Friction Materials business," said Michael R. Bonsignore, Honeywell Chairman and CEO. "Today's announcement is another step forward in our strategy to sell, fix or close non-core units and strengthen our core portfolio to increase shareowner value."

The Friction Materials transaction is expected to be completed later this year, following regulatory review and compliance with other legal requirements in the various countries where the businesses operate.

Founded in 1995, Questor has demonstrated its ability to manage the growth of many companies, including several in the highly competitive worldwide automotive components sector. Questor Management Company, headquartered in Southfield, Mich., with an office in New York, manages the Questor Partners Funds, which have more than \$1 billion of equity investment capital. The funds focus on investments in non-core units of Fortune 1,000 companies, underperforming businesses and troubled companies. Additional information on Questor is available on the Internet at www.questorfund.com.

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 is a leading provider of software and solutions, and Internet e-hubs including MyPlant.com, MyFacilities.com and MyAircraft.com (joint venture with United Technologies and i2 Technologies). Honeywell employs approximately 120,000 people in 95 countries and 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.

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