FORM 4

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

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									

0.5

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	Check this box if no longer subject to								
١	Section 16. Form 4 or Form 5								
ı	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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person\* (Check all applicable) **HONEYWELL INTERNATIONAL INC** Adams Katherine L. Director 10% Owner HON ] Officer (give title Other (specify below) X below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) **SVP** and General Counsel 03/23/2012 101 COLUMBIA ROAD 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) MORRISTOWN NJ 07960 Form filed by One Reporting Person Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Transaction Code (Instr. 8) Form: Direct (D) or Indirect (I) (Instr. 4) Indirect Beneficial **Execution Date** Securities if any (Month/Day/Year) (Month/Day/Year) Beneficially Owned Following Ownership Reported (Instr. 4) (A) or (D) Transaction(s) Price Code Amount (Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Benef	ricially Owned
(e.g., puts, calls, warrants, options, convertible secur	ities)

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	ve Conversion Date Execution Date, Transaction or Exercise (Month/Day/Year) if any Code (Instr					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	Amount or Number of Shares				
Supplemental Savings Plan Interests	(1)	03/23/2012		A <sup>(2)</sup>		12.786		(2)	(2)	Common Stock	12.786	\$60.16	2,073.688	D	

## Explanation of Responses:

- Instrument converts to common stock on a one-for-one basis.
- 2. Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 03/23/2012.

<u>Jacqueline Katzel FOR</u> <u>Katherine L. Adams</u>
<u>03/27/2012</u>

\*\* 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.

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