## SEC Form 4

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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

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1. Name and Address of Reporting Person <sup>*</sup> <u>Adams Katherine L.</u>				Issuer Name <b>and</b> Ticker IONEYWELL IN			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 101 COLUMBIA	(First) ROAD	(Middle)	3.	Date of Earliest Transac 3/09/2012	tion (Month/D	ay/Year)	X Officer (give title Oth below) belo SVP and General Couns					
(Street) MORRISTOWN (City)	NJ (State)	07960 (Zip)	4.	If Amendment, Date of C	Driginal Filed (	Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Perso	on		
1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 3)       4. Securities Acquired (A) or Date (Month/Day/Year)       5. Amount of Securities Beneficially Owned       6. Ownership Form: Direct (D) or Indirect Beneficially Ownership Ownership (Month/Day/Year)       7. Nature of Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially (D) (Instr. 3, 4 and 5)       6. Ownership Form: Direct (D) or Indirect Beneficially Ownership O												

Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code v Amount Price Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(0.5.) parts, cance, control, control and coordinately															
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	Amount or Number of Shares				
Supplemental Savings Plan Interests	(1)	03/09/2012		A <sup>(2)</sup>		12.867		(2)	(2)	Common Stock	12.867	\$59.78	2,060.902	D	

Explanation of Responses:

1. 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 03/09/2012.

Jacqueline Katzel FOR	02/1
Katherine L. Adams	<u>03/1</u>

12/2012

\*\* 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.