## SEC Form 4

Instruction 1(b)

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	ST
Section 16. Form 4 or Form 5	
obligations may continue. See	

## **FATEMENT 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

				. /						
1. Name and Address of Reporting Person <sup>*</sup> Adams Katherine L.				uer Name <b>and</b> Ticker <u>NEYWELL IN</u> 1]		<sup>mbol</sup> T <u>IONAL INC</u> [		tionship of Reporting all applicable) Director Officer (give title	10% C	
(Last) 101 COLUMBIA	(First) ROAD	(Middle)		te of Earliest Transac 5/2013	tion (Month/D	ay/Year)	SVP and General Counsel			
(Street) MORRISTOWN (City)	NJ (State)	07960 (Zip)	4. If <i>A</i>	smendment, 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
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
Date			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		1 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership

Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) v Price Code Amount 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	Amount or Number of Shares				
Supplemental Savings Plan Interests	(1)	04/05/2013		A <sup>(2)</sup>		14.071		(2)	(2)	Common Stock	14.071	\$72.98	2,600.397	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 04/05/2013.

Jacqu	eline Katzel FO	<u>DR</u> 0
		0.

Katherine L. Adams

04/08/2013

Date

\*\* Signature of Reporting Person

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.