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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT – July 11, 2014

(Date of earliest event reported)

**HONEYWELL INTERNATIONAL INC.**

(Exact name of Registrant as specified in its Charter)

DELAWARE  
(State or other jurisdiction of  
incorporation)

1-8974  
(Commission File Number)

22-2640650  
(I.R.S. Employer Identification  
Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY  
(Address of principal executive offices)

07962-2497  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Item 8.01 Other Information**

Honeywell International Inc. (the “Company”) today announced the completion on July 11, 2014 of the sale of its Friction Materials business to Federal-Mogul Corporation in a cash transaction valued at approximately \$155 million. The Company will realign its Transportation Systems business segment with its Aerospace business segment to better take advantage of the engineering and technology similarities and the shared business models between these two business segments. Under the realigned segment reporting structure, the Company will have three business segments: Aerospace, Automation and Control Solutions, and Performance Materials and Technologies.

This realignment has no impact on the Company’s historical consolidated financial position, results of operations or cash flows. Effective with the reporting of third quarter 2014 results, the Company will report its financial performance based on the inclusion of Transportation Systems in Aerospace. To provide historical information on a basis consistent with its new reporting structure, the Company will make available during the third quarter of 2014 certain historical segment results recast to conform to the new reporting structure. The recasted financial information will not represent a restatement of previously issued financial statements.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press release dated July 14, 2014, entitled “Honeywell Completes Sale of its Friction Materials Business to Federal-Mogul.”

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SIGNATURE

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

Date: July 14, 2014

HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman  
Jeffrey N. Neuman  
Vice President, Corporate Secretary and  
Deputy General Counsel

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## **HONEYWELL COMPLETES SALE OF ITS FRICTION MATERIALS BUSINESS TO FEDERAL-MOGUL**

- *Divestiture Consistent with Honeywell's Focus on High Growth, Global Technologies*
- *Honeywell Transportation Systems Realigned with Honeywell Aerospace*
- *Honeywell to Consist of Three Business Segments: Aerospace, Automation and Control Solutions, and Performance Materials and Technologies*

**MORRIS TOWNSHIP, N.J., July 14, 2014** –Honeywell (NYSE: HON) today announced it has completed the sale of its Friction Materials (FM) business to Federal-Mogul in a cash transaction valued at approximately \$155 million. The transaction does not include the Bendix<sup>®</sup> name or line of products or business in the United States. In addition, joint ventures that operate in Australia, Thailand, and Malaysia will be retained as will Honeywell's ownership of the non-operating sites in Condé, France and Guangzhou, China.

The Company will also realign its Transportation Systems business segment with its Aerospace business segment to better take advantage of the engineering and technology similarities and the shared business models between these two business segments. Under the realigned segment reporting structure, the Company will have three business segments: Aerospace, Automation and Control Solutions, and Performance Materials and Technologies.

“The sale of the Friction Materials business is a significant step in our effort to fully align the Honeywell portfolio around Great Positions in Good Industries,” said Honeywell Chairman and CEO Dave Cote. “Honeywell is a global technology leader and our Turbo business is one of our innovation crown jewels. Born out of our Aerospace business, the automotive turbocharger is a miniature jet engine. To leverage shared strengths and synergies, we will merge Transportation Systems, which includes our Turbo Technologies business, with Aerospace. We expect the transition to be seamless with both businesses benefitting from expanded sharing of the technical expertise that enables them to offer differentiated products to customers in their respective markets.”

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## FM Sale Completed - 2

This realignment has no impact on the Company's historical consolidated financial position, results of operations, or cash flows. Effective with the reporting of third quarter 2014 results, the Company will report its financial performance based on the inclusion of Transportation Systems in Aerospace. To provide historical information on a basis consistent with its new reporting structure, the Company will make available during the third quarter of 2014 certain historical segment results recast to conform to the new reporting structure. The re-casted financial information will not represent a restatement of previously issued financial statements.

Honeywell ([www.honeywell.com](http://www.honeywell.com)) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes and industry; turbochargers; and performance materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, and Chicago Stock Exchanges. For more news and information on Honeywell, please visit [www.honeywellnow.com](http://www.honeywellnow.com).

This release contains certain statements that may be deemed "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements. We identify the principal risks and uncertainties that affect our performance in our Form 10-K and other filings with the Securities and Exchange Commission.

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