SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Ever Requiring State (Month/Day/Yev Hahn Terrence 04/09/2013		ment	af the Investment Company Act of 1940 3. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC</u> [HON]					
(Last) (First) (Middle) 101 COLUMBIA ROAD	_ 0 # 00 = 0 = 0		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)			 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) MORRISTOWN NJ 07960	_		President and CEO, TS			X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)								
	Table I - Nor		ive Securities Beneficial	1				
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	(D) (Instr. 5)			
Common Stock			5,156	D				
Common Stock			1,355.193	I	Held	in 401(k) pla	in	
			e Securities Beneficially ints, options, convertible		5)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable ar Expiration Date (Month/Day/Year)				4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Employee Stock Options (right to buy)	(1)	02/25/2018	3 Common Stock	7,500	58.48	D	1	
Employee Stock Options (right to buy)	(1)	02/23/2019	Common Stock	4,375	28.35	D		
Employee Stock Options (right to buy)	(2)	02/25/2020	Common Stock	6,500	40.17	D		
Employee Stock Options (right to buy)	(3)	02/24/2021	Common Stock	17,000	57.05	D		
Employee Stock Options (right to buy)	(4)	02/28/2022	2 Common Stock	12,000	59.87	D		
Employee Stock Options (right to buy)	(5)	02/26/2023	3 Common Stock	13,000	69.77	D		
Restricted Stock Units	(6)	(6)	Common Stock	4,355	(7)	D		
Restricted Stock Units	(8)	(8)	Common Stock	2,000	(7)	D		
Restricted Stock Units	(9)	(9)	Common Stock	3,400	(7)	D		
Restricted Stock Units	(10)	(10)	Common Stock	2,750	(7)	D		
Restricted Stock Units	(11)	(11)	Common Stock	3,250	(7)	D		
Supplemental Savings Plan Interests	(12)	(12)	Common Stock	454.401	(12)	D		

Explanation of Responses:

1. The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan and are fully vested.

2. The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 3,250 options fully vested and 3,250 options vesting on February 26, 2014.

3. The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 8,500 options fully vested and 4,250 options that will vest on each of February 25, 2014 and February 25, 2015.

4. The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 3,000 options fully vested and 3,000 options that will vest on each of March 1, 2014, March 1, 2015 and March 1, 2016.

5. The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan and vest in four equal annual installments with the first installment vesting on February 27, 2014.

6. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 2,145 units vesting on February 26, 2015 and 2,210 units vesting on February 26, 2017.

7. Instrument converts to common stock on a one-for one basis.

8. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 660 units vesting on each of July 30, 2013 and July 30, 2015 and 680 units vesting on July 30, 2017.

9. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 25, 2014.

10. The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on March 1, 2015.

11. The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 27, 2016.

12. Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my accunt under the Executive Supplemental Savings Plan under rule 16b-3 on April 9, 2013.

Jacqueline Katzel for Terrence Hahn 04/11/2013

** 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 5 (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.

This Statement confirms that the undersigned, Terrence Hahn, has authorized and designated each of Katherine L. Adams, Jeffrey N. Neuman or Jacqueline Katzel (the "Designees") to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Honeywell International Inc. The authority of the Designees under this Statement shall continue until the undersigned is no longer required to file Forms 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Honeywell International Inc., unless earlier revoked in writing. The undersigned acknowledges that the Designees are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: April 9, 2013

/s/ Terrence Hahn ------Terrence Hahn