## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

0.5

Estimated average burden hours per response:

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

			0.								
1. Name and Address of Reporting Person <sup>*</sup> Szlosek Thomas A				ssuer Name <b>and</b> Ticker <u> DNEYWELL IN</u> N]				tionship of Reportin all applicable) Director Officer (give title	rector 10% Owner		
(Last) 101 COLUMBIA	(First) A ROAD	(Middle)		pate of Earliest Transac 02/2005	tion (Month/D	ay/Year)		A below) below) VP & Controller			
(Street) MORRISTOWN (City)	N NJ (State)	07962 (Zip)	4. If	Amendment, Date of C	Driginal Filed (	(Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Form filed by On Form filed by Mo Person	e Reporting Pers	on	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
Date			2. Transaction Date (Month/Day/Ye	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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 or
 or
 or
 or
 or
 Reported
 Transaction(s)
 (I) (Instr.

 Code
 V
 Amount
 (A) or
 Price
 Transaction(s)
 (Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(eigi, pais, vans, vanans, opnons, opnons, conventise secondes)															
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)	09/02/2005		A <sup>(2)</sup>		6.916		(2)	(2)	Common Stock	6.916	\$37.97	49.336	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 9/2/05.

Gail E. Lehman for Thomas A.	00/06/2005
<u>Szlosek</u>	09/00/2005

\*\* 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.