## SEC Form 4

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

hours per response:

Check this box if no longer subject to	STATEMENT OF CHANGES IN I
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section 16(a) of the Section 16(b)

ecurities Exchange Act of 1934 or Section 20(h) of the Investm

			01.50		vesiment con						
1. Name and Address of Reporting Person <sup>*</sup> <u>COTE DAVID M</u>				er Name <b>and</b> Ticker NEYWELL IN		<sup>mbol</sup> FIONAL INC [	(Check	tionship of Reportin all applicable) Director Officer (give title	10% 0		
(Last) 101 COLUMBIA	(First) A ROAD	(Middle)		e of Earliest Transac //2010	tion (Month/D	ay/Year)	X	below)	below		
(Street) MORRISTOWN NJ 07960 (City) (State) (Zip)			4. If A	nendment, Date of C	Driginal Filed (	Month/Day/Year)	6. Indiv Line) X	,			
		Table I - Nor	n-Derivative	Securities Acq	uired, Disp	osed of, or Benefi	cially (	Owned			
Date			2. Transaction Date (Month/Day/Year	Execution Date, Transaction Disposed Of (D) (Instr. 3,			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		

(MOINT	th/Day/Year)   if any (Month	n/Day/Year) 8)	ode (In: )	istr.	5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
		Co	ode \	v		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

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. Transa Code ( 8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed instr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		nd 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)	09/24/2010		A <sup>(2)</sup>		53.807		(2)	(2)	Common Stock	53.807	\$44.46	15,405.102	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 09/24/2010.

Jacqueline Katzel FOR David <u>M. Cote</u>

09/27/2010

\*\* 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.