SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person [*]

Waldron John F.

(Last)	(First)	(Middle)

300 SOUTH TRYON STREET

(Street)

CHARLOTTE	NC	28202

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

HONEYWELL INTERNATIONAL INC [HON]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

President & CEO, SPS

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/31/2019		M		3,682[(1)(2)(3)]	A	[(1)]	21,041	D	
Common Stock	07/31/2019		F		1,707	D	$172.08	19,334	D	
Common Stock								1,156	I	Held in 401(k) plan

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				
Performance-Based Restricted Stock Units	[(1)]	07/31/2019		M			3,682[(1)(2)(3)]	[(1)]	[(1)]	Common Stock	3,682[(1)(2)(3)]	$0	7,485[(2)(4)]	D	

Explanation of Responses:

1. Acquired pursuant to the settlement of Performance-Based Restricted Stock Units granted on July 29, 2016 under the 2016 Stock Incentive Plan of Honeywell International Inc. and its Affiliates. The performance period of the Performance-Based Restricted Stock Units ended on July 31, 2019, and the shares vest in three installments on each of July 31, 2019, July 31, 2021 and July 31, 2023. As a result of Honeywell's cumulative Total Shareholder Return (TSR) for the 3-year performance period (August 1, 2016 - July 31, 2019) relative to its compensation peer group, the Performance-Based Restricted Stock Units were earned at 200% of target.

2. The Performance-Based Restricted Stock Units were adjusted to increase the number of shares in a manner subject to the adjustment provisions of the AdvanSix Inc. spin-off from Honeywell which occurred on October 1, 2016; the Garrett Motion Inc. spin-off from Honeywell which occurred on October 1, 2018; and the Resideo Technologies, Inc. spin-off from Honeywell which occurred on October 29, 2018.

3. Includes the reinvestment of dividend equivalents into 218 additional shares.

4. Excludes the reinvestment of dividend equivalents during the performance period and vesting period.

Su Ping Lu for John F. Waldron	08/02/2019
** 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.