## SEC Form 4

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

hours per response:

| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5 | STATEM |
|--|--------|
| obligations may continue. See<br>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

| 1. Name and Address<br>FRADIN ROO  | 1 0     | on*                                     | HC              | ssuer Name <b>and</b> Ticker<br>ONEYWELL IN<br>ON]             |                  |  |        | <u>NC</u> [   |   | ationship of Reporting<br>all applicable)<br>Director<br>Officer (give title          | 10% C<br>Other                                      | Owner<br>(specify |
|--|---------|---|-----------------|--|------------------|--|--------|---------------|---|---|---|-------------------|
| (Last)<br>101 COLUMBIA   | (First) | (Middle)                                |                 | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/26/2010 |                  |  |        |               |   | below)<br>President &   | below   | )                 |
| (Street)   | NU      | 07000                                   | 4. If           | 4. If Amendment, Date of Original Filed (Month/Day/Year)       |                  |  |        |               |   | vidual or Joint/Group   |   |                   |
| MORRISTOWN   | -       | 07960                                   |                 |  |                  |  |        |               |   | Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |   |                   |
| (City)   | (State) | (Zip)                                   |                 |  |                  |  |        |               | ļ   |   |   |                   |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |         |   |                 |  |                  |  |        |               |   |   |   |                   |
| Date   |         | 2. Transaction<br>Date<br>(Month/Day/Ye | Execution Date, |  | iction<br>Instr. | 4. Securities A<br>Disposed Of (<br>5) |        |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                     | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |                   |
|  |         |   |                 |  | Code             | v                                      | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)        |

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

| (0.5.) parts, cance, control and cocannect          |   |  |   |                              |        |  |     |                     |                    |                 |   |  |  |  |  |
|---|---|--|---|------------------------------|--------|--|-----|---------------------|--------------------|-----------------|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) | Instr. | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D) (Instr.<br>3, 4 and 5) |     | ate                 | of Securities      |                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                         | v      | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |
| Supplemental<br>Savings Plan<br>Interests           | (1)   | 03/26/2010                                 |   | A <sup>(2)</sup>             |        | 27.767   |     | (2)                 | (2)                | Common<br>Stock | 27.767  | \$44.6   | 6,398.339  | 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 03/26/2010.

| Jacqueline Whorms FOR Roger      | - 03/20/2010 |
|----------------------------------|--------------|
| <u>Fradin</u>                    | 03/23/2010   |
| ** Signature of Reporting Person | Date         |

\*\* Signature of Reporting Person

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.