

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

ALLIEDSIGNAL INC.
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
 (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

22-2640650
 (I.R.S. EMPLOYER IDENTIFICATION NO.)

P.O. BOX 4000
 MORRISTOWN, NEW JERSEY 07962-2497
 (201) 455-2000
 (ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
 OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

ANDREW B. SAMET, ESQ.
 VICE PRESIDENT, SECRETARY AND ASSOCIATE GENERAL COUNSEL
 ALLIEDSIGNAL INC.
 101 COLUMBIA ROAD
 MORRIS TOWNSHIP, NEW JERSEY 07962-2497
 (201) 455-2000
 (NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
 OF AGENT FOR SERVICE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: ON OR
 AFTER SEPTEMBER 12, 1994.

IF THE ONLY SECURITIES BEING REGISTERED ON THIS FORM ARE BEING OFFERED
 PURSUANT TO DIVIDEND OR INTEREST REINVESTMENT PLANS, PLEASE CHECK THE FOLLOWING
 BOX. []

IF ANY OF THE SECURITIES BEING REGISTERED ON THIS FORM ARE TO BE OFFERED ON
 A DELAYED OR CONTINUOUS BASIS PURSUANT TO RULE 415 UNDER THE SECURITIES ACT OF
 1933, OTHER THAN SECURITIES OFFERED ONLY IN CONNECTION WITH DIVIDEND OR INTEREST
 REINVESTMENT PLANS, CHECK THE FOLLOWING BOX. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$1.00 per share.....	2,000,000 shares	\$37.1875*	\$74,375,000*	\$ 25,646.74

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c), based on the average of the high and low prices of the Common Stock reported as New York Stock Exchange Composite Transactions for September 8, 1994.

Pursuant to Rule 429, the Prospectus contained herein also relates to Common Stock registered under Form S-3 Registration Statement No. 33-00631.

[LOGO]

ALLIEDSIGNAL INC.
DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

The AlliedSignal Inc. Dividend Reinvestment and Share Purchase Plan (the 'Plan') provides holders of the Common Stock (the 'Common Stock') of AlliedSignal Inc. (the 'Company') with a simple and convenient method of investing cash dividends and optional cash payments in additional shares of Common Stock without payment of any brokerage commission or service charge. Any holder of record of the Common Stock is eligible to participate in the Plan.

A participant in the Plan may purchase additional shares by:

- reinvesting dividends on all shares of Common Stock held by the participant; or
- reinvesting dividends on part of the shares of Common Stock held by the participant (while continuing to receive cash dividends on the other shares); or
- making optional cash payments of not less than \$25 each up to a maximum of \$120,000 per calendar year, whether or not the participant's dividends are being reinvested.

Cash dividends on all shares held for the participant's account under the Plan will automatically be reinvested, regardless of which investment option is selected.

Shares purchased under the Plan will be purchased from the Company or, in the limited circumstances described in the Plan, on the open market. The purchase price of shares purchased from the Company will be the average of the high and low sales prices of the Common Stock reported as New York Stock Exchange Composite Transactions for the relevant Investment Date, which is the dividend payment date for months in which dividends are paid and the first business day of the month for all other months. The purchase price of shares purchased on the open market will be the average, or weighted average if shares are purchased on more than one day, of the daily high and low sales prices of the Common Stock reported as New York Stock Exchange Composite Transactions for the date or dates of purchase. The closing price of the Common Stock on September 8, 1994, was \$37.25 per share.

This Prospectus relates to 5,000,000 shares of the Common Stock registered for sale under the Plan, approximately 2,800,000 of which have been issued prior to the date hereof. Shares sold under the Plan may be authorized but unissued shares or shares held in the Company's treasury, or shares acquired on the open market. It is suggested that this Prospectus be retained for future reference.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES
AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS
THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES
COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS
PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY
IS A CRIMINAL OFFENSE.

THE DATE OF THIS PROSPECTUS IS SEPTEMBER 12, 1994

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE OFFER DESCRIBED HEREIN AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF ANY SECURITIES IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER. THE DELIVERY OF THIS PROSPECTUS AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the 'Exchange Act') and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the 'Commission'). Such reports, proxy statements and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549 and at the Commission's Regional Offices at 7 World Trade Center, Suite 1300, New York, New York 10048, and 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Copies of such material can also be obtained from the Public Reference Branch of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Such material filed by the Company can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005; the Chicago Stock Exchange, One Financial Place, 440 South LaSalle Street, Chicago, Illinois 60605; and the Pacific Stock Exchange, 301 Pine Street, San Francisco, California 94104, on which Exchanges the Common Stock is listed.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents filed by the Company with the Commission are incorporated herein by reference:

- (1) the Company's Annual Report on Form 10-K for the year ended December 31, 1993;
- (2) the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31 and June 30, 1994;
- (3) the Company's Current Reports on Form 8-K dated February 7 and March 30, 1994;
- (4) the Company's Proxy Statement dated March 10, 1994; and
- (5) the description of the Common Stock set forth in Note 16 of Notes to Financial Statements included in Exhibit 13 of the Company's Annual Report on Form 10-K for the year ended December 31, 1993.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering made hereby shall be deemed to be incorporated by reference into this Prospectus and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

A copy of any or all of the documents incorporated by reference (other than exhibits thereto) will be furnished without charge to each person to whom this Prospectus is delivered, upon such person's written or oral request to AlliedSignal Inc., Shareholder Relations Department, P.O. Box 50000, Morristown, New Jersey 07962-2499, telephone number 800-255-4332.

THE COMPANY

The Company is an advanced manufacturing company with operations conducted worldwide under three business segments: aerospace, automotive and engineered materials. The Company's products are used by many major industries, including textiles, construction, plastics, electronics, motor vehicles, chemicals, housing, telecommunications, utilities, packaging, military and commercial aviation and aerospace, and in the space program, and agriculture. The Company's principal executive offices are located at 101 Columbia Road, Morris Township, New Jersey 07962-2497, telephone number 201-455-2000.

THE PLAN

The text of the Plan consists of the following question and answer statement:

PURPOSE

1. What is the purpose of the Plan?

The purpose of the AlliedSignal Inc. Dividend Reinvestment and Share Purchase Plan (the 'Plan') is to provide holders of record of shares of the Common Stock of AlliedSignal Inc. (the 'Company') with a simple and convenient method of investing cash dividends and optional cash payments in additional shares of Common Stock without payment of any brokerage commission or service charge.

ADVANTAGES

2. What are the advantages of the Plan?

A participant in the Plan may (a) have cash dividends on all of the participant's shares automatically reinvested in Common Stock or (b) have cash dividends on part of the participant's shares automatically reinvested or (c) whether or not a participant has elected to have any such dividends automatically reinvested, invest in additional shares by making optional cash payments of not less than \$25 each up to a maximum of \$120,000 per calendar year. No commission or service charge is paid by a participant in connection with purchases under the Plan. Full investment of funds is possible under the Plan because fractions of shares, as well as whole shares, will be credited to a participant's account. Further, dividends in respect of such fractions, as well as whole shares, will be reinvested in additional shares of Common Stock and such shares will be credited to a participant's account. A participant can avoid the need for safekeeping of certificates for shares credited to the participant's account under the Plan. Statements of account sent to Plan participants will provide simplified recordkeeping.

ADMINISTRATION

3. Who administers the Plan for participants?

The Bank of New York (the 'Bank') has been designated by the Company as its agent to administer the Plan for participants, maintain records, send statements of account to participants and perform other duties relating to the Plan. The Bank will hold for safekeeping the shares purchased for, or deposited for safekeeping by, each participant until termination of participation in the Plan or receipt of a written request from a participant for the issuance of a certificate for all or part of such shares. Shares held by the Bank under the Plan will be registered in its name or the name of one of its nominees and will be credited to the account of each participant. In the event that the Bank should resign or otherwise cease to act as agent, the Company will make such other arrangements as it deems appropriate for the administration of the Plan.

The Bank may be contacted by mail at the following address: The Bank of New York, Dividend Reinvestment Department, P.O. Box 1958, Newark, New Jersey 07101-9774. Telephone inquiries may be made to the Bank at 800-524-4458. Please mention AlliedSignal Inc. in all correspondence. The Bank also serves as dividend disbursing agent and as transfer agent and registrar for the Common Stock.

PARTICIPATION

4. Who is eligible to participate?

All holders of record of shares of the Common Stock are eligible to participate in the Plan. For any shareowner whose shares are registered in the name of someone else (e.g., in the name of a broker or bank nominee) to participate, the shareowner must either become a shareowner of record by having some or all of such shares transferred into the shareowner's own name, or make appropriate arrangements with the registered holder.

5. Is partial participation possible under the Plan?

Yes. A shareowner of record who desires the dividends on only some of the shareowner's shares to be reinvested under the Plan may indicate such number of shares on the Authorization Form under 'Partial Dividend Reinvestment'. Dividends on the remaining shares will not be reinvested and will be mailed directly to the participant.

6. How does an eligible shareowner participate?

A holder of record of the Common Stock may join the Plan by signing the Authorization Form and returning it to the Bank at the address set forth in Question 3. A postage-paid envelope will be provided with the Authorization Form for this purpose. An Authorization Form may be obtained at any time by calling the Bank at 800-524-4458 or the Company's Shareholder Relations Department at 800-255-4332.

7. When may an eligible shareowner join the Plan?

An eligible shareowner may join the Plan at any time.

If the Authorization Form is received by the Bank prior to the record date for a dividend payment, reinvestment of dividends will begin with that dividend payment date. If the Authorization Form is

received on or after a record date, reinvestment of dividends will begin with the dividend payment date following the next record date. (Common Stock dividend payment dates ordinarily are the tenth day of March, June, September and December, or the preceding business day if such tenth day is a Saturday or Sunday; corresponding record dates ordinarily precede payment dates by approximately three weeks.)

Optional cash payments will be invested beginning with the first business day of the month following receipt by the Bank of the Authorization Form, unless such month is a month in which Common Stock dividends are paid, in which case optional cash payments will be invested on the dividend payment date.

As used in the Plan, the term 'Investment Date' means (a) the dividend payment date for those months in which there is a dividend payment date and (b) the first business day of a month in which there is no dividend payment date.

8. What does the Authorization Form provide?

The Authorization Form provides for the purchase of additional shares of Common Stock through the following investment options:

A. 'FULL DIVIDEND REINVESTMENT', which directs the Company to pay to the Bank for reinvestment in accordance with the Plan all of the participant's cash dividends on all shares of Common Stock then or subsequently registered in the participant's name, and which permits the participant to make optional cash payments for the purchase of additional shares in accordance with the Plan;

B. 'PARTIAL DIVIDEND REINVESTMENT', which directs the Company to pay to the Bank for reinvestment in accordance with the Plan all of the participant's cash dividends on that number of shares of Common Stock registered in the participant's name and designated in the appropriate space on the Authorization Form, and which permits the participant to make optional cash payments for the purchase of additional shares in accordance with the Plan;

C. 'OPTIONAL CASH PURCHASES', which permits the participant to make optional cash payments for the purchase of additional shares in accordance with the Plan.

A participant may select one of the dividend reinvestment options or the optional cash purchases option. Regardless of the option selected, cash dividends on all shares credited to a participant's account under the Plan will be reinvested in accordance with the Plan. A participant's election may be changed by written notice to the Bank at the address set forth in Question 3.

The Authorization Form also appoints the Bank agent for each participant and directs the Bank to apply cash dividends and any optional cash payments a participant might make to the purchase of additional shares in accordance with the terms of the Plan.

PURCHASES

9. What will be the price of shares purchased under the Plan?

In the case of shares of Common Stock purchased from the Company with reinvested dividends or optional cash payments on any Investment Date, the purchase price will be the average of the high and low sales prices of the Common Stock reported as New York Stock Exchange Composite Transactions for the Investment Date (or the trading day immediately preceding the Investment Date, if the New York

Stock Exchange is closed on the Investment Date). If there is no trading in the Common Stock on the New York Stock Exchange for a substantial amount of time during any Investment Date, the purchase price shall be determined by the Company on the basis of such market quotations as it shall deem appropriate. In the event of open market purchases of Common Stock, the purchase price will be a weighted average price as described in Question 31. Such purchase prices are hereinafter referred to collectively as the 'Purchase Prices' and individually as the 'Purchase Price'.

10. How many shares will be purchased for participants?

The number of shares to be purchased depends on the amount of a participant's dividend and any optional cash payments and the Purchase Price of the shares. Each participant's account will be credited with that number of shares, including fractions computed to four decimal places, equal to each participant's total amount to be invested divided by the Purchase Price.

OPTIONAL CASH PURCHASES

11. How does the cash purchase option work?

Optional cash payments received by the Bank from a participant prior to an Investment Date (see Questions 13 and 14) will be applied by the Bank to the purchase of additional shares on the Investment Date (or as soon thereafter as possible if open market purchases are made under the circumstances described in Question 31). Cash dividends payable on all shares credited to the account of a participant under the Plan, whether such shares were purchased with reinvested dividends or optional cash payments, will be automatically reinvested in additional shares.

12. How are optional cash payments made?

An optional cash payment may be made by a participant when enrolling in the Plan by enclosing a check or money order payable to 'The Bank of New York' with the Authorization Form returned to the Bank. Once enrolled in the Plan, participants may make optional cash payments by sending the Bank a check or money order payable to 'The Bank of New York' along with the tear-off section attached to a recent statement of account provided to participants by the Bank. The same amount of money need not be sent each month and there is no obligation to make an optional cash payment each month.

Each optional cash payment made by a participant must be at least \$25, and such payments cannot, in any calendar year, exceed a total of \$120,000 for any participant. All cash purchases will be reflected on a statement of account sent to participants following such purchases.

No third-party checks will be accepted by the Bank. Optional cash payments received from foreign shareowners must be in United States dollars and will be invested in the same manner as payments from other participants.

13. When will optional cash payments received by the Bank be invested?

Optional cash payments will be invested on the Investment Date in the case of shares purchased from the Company and as soon as possible (but not more than 30 days) thereafter in the case of open market purchases under the circumstances described in Question 31. UNDER NO CIRCUMSTANCES WILL INTEREST BE PAID ON OPTIONAL CASH PAYMENTS. Participants are therefore strongly urged to transmit

their optional cash payments so as to be received by the Bank as close as possible but prior to the Investment Date.

14. Under what circumstances will optional cash payments be returned?

Optional cash payments received by the Bank will be returned to the participant upon written request received by the Bank at least two business days prior to an Investment Date. The Bank may, however, delay issuance of any refund check for at least five business days after receipt of the request to allow for clearance of the original payment. Any optional cash payments in excess of the \$120,000 per calendar year limit will be returned, as will third-party checks and checks not in United States dollars.

COSTS

15. Are there any out-of-pocket costs to participants in connection with participation in the Plan?

All costs of administration of the Plan are paid by the Company. No service charges or brokerage commissions are charged to participants in connection with the purchase of shares under the Plan. Certain expenses may be incurred by the participant if the participant requests the re-registration of shares upon the issuance of a certificate or if the participant requests that shares be sold upon their withdrawal from the Plan (see Questions 20, 21 and 22). In addition, starting January 1, 1995, service charges imposed by the Bank in connection with a participant's deposit of certificates for safekeeping (Question 24) and in connection with termination of participation in the Plan (Question 22) will be passed on to the participant.

TAXES

16. What are the income tax consequences of participation in the Plan?

UNDER FEDERAL INCOME TAX LAW, IN THE CASE OF SHARES ACQUIRED FROM THE COMPANY WITH REINVESTED DIVIDENDS, A PARTICIPANT WILL REALIZE, ON THE DETERMINATION DATE (DEFINED BELOW), A TAXABLE DIVIDEND IN AN AMOUNT EQUAL TO THE FAIR MARKET VALUE ON THE DETERMINATION DATE OF THE SHARES SO ACQUIRED RATHER THAN A DIVIDEND IN THE AMOUNT OF THE CASH OTHERWISE PAYABLE TO THE PARTICIPANT. Such amount will also be the tax basis of the shares. Alternatively, when the Bank purchases shares on the open market with reinvested dividends, a participant will realize a taxable dividend in an amount equal to the actual purchase price of the shares so acquired plus any brokerage commissions paid by the Company which are attributable to the purchase of the participant's shares. Such amount will also be the participant's tax basis in such shares.

In the case of shares purchased with optional cash payments, a participant will not be subject to federal income tax if the shares are purchased from the Company. If the shares are purchased on the open market, a participant will realize a taxable dividend in an amount equal to any brokerage commissions paid by the Company which are attributable to the purchase of the participant's shares. The tax basis of shares purchased with an optional cash payment and credited to the participant's account will be the actual purchase price of such shares plus allocable brokerage commissions.

For purposes of this Question 16, the 'fair market value' of shares acquired with reinvested dividends will be the average of the high and low sales prices of the shares reported as New York Stock Exchange Composite Transactions for the determination date. The 'determination date' will be

the Investment Date in the case of shares purchased from the Company and the date shares are allocated to participants' accounts in the case of open market purchases under the circumstances described in Question 31.

A participant's holding period for shares acquired pursuant to the Plan will begin on the day following the determination date.

A participant will not realize any taxable income when the participant receives a certificate for whole shares credited to the participant's account, either upon the participant's request for certain of those shares or upon termination of the participant's account.

A participant will realize gain or loss when shares are sold or exchanged, whether such sale or exchange is pursuant to the participant's request under the Plan or takes place after withdrawal from the Plan and, in the case of a fraction of a share, when the participant receives a cash payment for the fraction. The amount of such gain or loss will be the difference between the amount which the participant receives for the shares or fraction of a share and the tax basis thereof.

All participants are urged to consult their own tax advisors to determine the particular tax consequences, including those under state and local tax laws, which may result from their participation in the Plan and the subsequent disposition of shares purchased pursuant to the Plan. The income tax consequences for participants who do not reside in the United States will vary from jurisdiction to jurisdiction.

17. What are the requirements for back-up withholding?

Under federal income tax law, a participant in the Plan may be subject to backup withholding (currently at the rate of 31%) with respect to the amount of dividends attributable to the participant's shares of Common Stock or from the proceeds of the sale of a fraction of a share or whole shares under the Plan unless the participant (a) is an exempt participant (including, among others, all corporations and certain foreign individuals) or (b) provides the participant's correct taxpayer identification number to the Bank, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable requirements of the backup withholding rules. In order to qualify as exempt, a foreign individual participant must submit a statement attesting to that individual's exempt status. Amounts paid as backup withholding do not constitute an additional tax and would be allowable as a credit against the participant's federal income tax liability. Any withheld amounts will be deducted from the amount of dividends to determine the amount of dividends available for reinvestment.

Forms for certifying a participant's taxpayer identification number and for establishing the exemption of a foreign individual participant from backup withholding, as well as additional information concerning the requirements for certification, may be obtained by writing the Bank at the address set forth in Question 3. Participants should consult their own tax advisors as to their qualification for exemption from backup withholding and the procedure for obtaining such an exemption.

REPORTS TO PARTICIPANTS

18. What kind of reports will be sent to participants in the Plan?

As soon as practicable after each dividend payment date, a quarterly statement of account will be mailed to each participant by the Bank. In addition, a monthly statement will be mailed as soon as practicable after the Investment Date to those participants investing optional cash payments in months

in which there is no dividend payment date. THE LATEST STATEMENT OF ACCOUNT FOR ANY YEAR CONTAINS YEAR-TO-DATE INFORMATION AND SHOULD BE RETAINED FOR INCOME TAX PURPOSES SINCE IT PROVIDES THE PARTICIPANT WITH A RECORD OF THE COST OF THE PARTICIPANT'S PURCHASES DURING THAT YEAR. In addition, each participant will receive copies of communications sent to holders of the Common Stock, including the Company's Annual and Quarterly Reports to Shareowners, Notice of Annual Meeting and Proxy Statement, and any Internal Revenue Service information for reporting dividend income (i.e., Form 1099).

DIVIDENDS ON FRACTIONS OF SHARES

19. Will participants be credited with dividends on fractions of shares?

Yes. Dividends with respect to fractions of shares held under the Plan, as well as whole shares, will be credited to the participant's account and will be reinvested in additional shares.

CERTIFICATES FOR SHARES

20. Will certificates be issued for shares purchased?

No certificate will be issued for shares credited to a participant's account unless the participant so requests the Bank in writing as indicated below or until the account is terminated. The number of shares credited to an account under the Plan will be shown on the participant's latest statement of account. This service protects against loss, theft or destruction of stock certificates.

At any time, a participant may request a certificate for (or the sale of) all or part of the whole shares credited to the participant's account by checking the appropriate box on the tear-off section attached to a recent statement of account provided by the Bank and mailing it to the Bank at the address set forth in Question 3. The request should contain a reference to AlliedSignal Inc. If a sale is requested, the Bank will sell the shares at market within five business days after receipt of the request, and the participant will receive the proceeds from the sale, less any brokerage commissions and any transfer tax. Any remaining whole shares and fraction of a share will continue to be credited to the participant's account. In no event will a certificate for a fraction of a share be issued to participants.

Shares credited to the account of a participant under the Plan may not be pledged or assigned and any such purported pledge or assignment shall be void. A participant who wishes to pledge or assign any of the shares must request that a certificate for those shares be issued in the participant's name.

An institution that is required by law to maintain physical possession of certificates may request a special arrangement regarding the issuance of certificates for whole shares purchased under the Plan. This request should be mailed to the Bank at the address set forth in Question 3.

21. In whose name will certificates be registered when issued to participants?

Shareowner accounts under the Plan are maintained in the names in which certificates of participants were registered at the time they joined the Plan. Consequently, certificates for whole shares will be similarly registered when issued. If a participant wants these shares registered in any name other than that of the holder of record participating in the Plan or wants to transfer shares to another Plan account, the participant should contact the Bank at the address or telephone number set forth in Question 3 to request the appropriate forms. In the event of such re-registration or transfer, a

participant would be responsible for any possible transfer taxes and for compliance with any applicable transfer requirements.

TERMINATION OF PARTICIPATION

22. How is participation in the Plan terminated?

To terminate participation in the Plan, a participant (or participants if a joint registration) must notify the Bank by checking the appropriate box on the tear-off section attached to a recent statement of account provided by the Bank and mailing it to the Bank at the address set forth in Question 3. When participation in the Plan is terminated or upon termination of the Plan by the Company, a certificate for whole shares credited to the participant's account under the Plan will be issued and a cash payment will be made for any fraction of a share. Such cash payment will be based on the closing price of the Common Stock reported as New York Stock Exchange Composite Transactions for the first business day of the week next following the day the termination notice is received by the Bank. Any service charge imposed by the Bank in connection with termination of participation in the Plan (currently \$5.00) will be subtracted from the cash payment.

Upon termination of participation, a participant may also request that all or part of the whole shares credited to the participant's account in the Plan be sold. The sale will be made by the Bank for the participant's account at market within five business days after the Bank receives the request, except that sales with respect to requests received on or after the record date for a dividend will be made at market as promptly as possible following the dividend payment date. The participant will receive the proceeds from the sale, less any brokerage commissions, Bank service charge and any transfer tax.

23. When may participation in the Plan be terminated?

A participant may request termination of participation in the Plan at any time.

If the request to terminate is received by the Bank prior to the record date for a dividend, the request will be processed on the day following its receipt.

If the request to terminate is received on or after the record date for a dividend, any cash dividend paid on the dividend payment date will be reinvested for the participant's account. Any optional cash payment which had been sent to the Bank prior to the request to terminate will be invested unless return of the amount is expressly requested in the termination request and the request is received at least two business days prior to the Investment Date. The request to terminate will be processed as promptly as possible following the Investment Date.

All dividends subsequent to termination of participation will be paid to the participant in cash unless the participant re-enrolls in the Plan, which may be done at any time.

SAFEKEEPING

24. Will the Bank accept a participant's underlying certificates for safekeeping?

Yes. Participants in the Plan who wish to do so may deposit Common Stock certificates registered in their names with the Bank for safekeeping. This custodial service relieves a participant of the responsibility for loss, theft or destruction of the certificates. The shares represented by the deposited

certificates will be transferred into the name of the Bank or its nominee and the Bank will credit the shares to the participant's Plan account. Dividends paid on all shares held for safekeeping by the Bank will be reinvested in shares of Common Stock pursuant to the Plan.

Participants who wish to utilize this service should send their certificates (which should not be endorsed) to the Bank at the address set forth in Question 3, along with a written request that the certificates be deposited by the Bank for safekeeping under the Plan and a check made payable to 'The Bank of New York' to cover the Bank's service charge for this service (currently \$7.00 for each deposit, regardless of the number of certificates). Because the participant bears the risk of loss in sending certificates to the Bank, it is recommended that the certificates be sent by registered mail, return receipt requested and properly insured.

OTHER INFORMATION

25. What happens when a participant sells or transfers all of the shares registered in the participant's name?

If a participant disposes of all shares registered in the participant's name, the Bank will continue to reinvest the dividends on shares credited to the participant's account under the Plan, subject to the participant's right to terminate participation in the Plan at any time. If, however, a participant who disposes of all registered shares has less than one whole share credited to the participant's account under the Plan, the account will automatically be terminated and a cash payment will be made for the fraction of a share.

26. If the Company has a rights offering, how will the rights on the Plan shares be handled?

If a participant is entitled to participate in a rights offering relating to the Common Stock, the entitlement will be based upon the participant's total holdings. However, rights certificates will be issued for the number of whole shares only.

27. What happens if the Company issues a dividend payable in stock or declares a stock split?

Any dividend payable in Common Stock or split shares distributed by the Company on shares credited to the account of a participant under the Plan or on shares registered in the name of the participant will be credited to the participant's account under the Plan.

28. How will a participant's shares held by the Bank be voted at shareowners' meetings?

Shares held by the Bank for a participant will be voted as the participant directs.

A proxy card will be sent to each participant in connection with any annual or special meeting of shareowners, as in the case of shareowners not participating in the Plan. This proxy will apply to all whole shares registered in the participant's own name, if any, as well as to all whole shares credited to the participant's account under the Plan.

As in the case of non-participating shareowners, if no instructions are indicated on a properly signed and returned proxy card, all of the participant's whole shares -- those registered in the participant's name, if any, and those credited to the participant's account under the Plan -- will be voted in accordance with the recommendations of the Company's management. If the proxy card is not

returned or is returned unsigned, the participant's shares may be voted only if the participant or a duly appointed representative votes in person at the meeting.

29. What are the responsibilities of the Company and the Bank under the Plan?

The Company and the Bank will not be liable under the Plan for any act done in good faith or for any good faith omission to act including, without limitation, any claim of liability arising out of failure to terminate a participant's account upon such participant's death or with respect to the prices at which shares are purchased or sold for the participant's account, the times when such purchases or sales are made, or with respect to any fluctuation in market value of the Common Stock.

The participant should recognize that neither the Bank nor the Company can assure the participant of a profit or protect the participant against a loss on shares purchased under the Plan.

30. May the Plan be changed or discontinued?

Notwithstanding any other provision of the Plan, the Board of Directors of the Company or any designee thereof (which designee need not be a director of the Company) reserves the right to amend, suspend, modify or terminate the Plan at any time, including the period between a record date and a dividend payment date. To the extent and in the manner the Board or such designee deems appropriate, notice of any such amendment, suspension, modification or termination will be sent to all participants. Upon a termination of the Plan, any uninvested optional cash payments will be returned, certificates for whole shares credited to a participant's account under the Plan will be issued, and a cash payment will be made for any fraction of a share credited to a participant's account. The cash payment will be based on the closing price of the Common Stock reported as New York Stock Exchange Composite Transactions for such date as is set forth in the notice of termination.

31. Under what circumstances will shares be purchased on the open market and what effect would such purchases have on participants?

Shares of Common Stock purchased from the Company under the Plan may either be authorized but unissued shares or shares reacquired by the Company and held in its treasury. If the Bank would be unable to purchase sufficient shares (whether authorized but unissued shares or treasury shares) from the Company to satisfy the requirements of the Plan for an Investment Date, the Bank will purchase the required shares in excess of those purchased from the Company for that Investment Date on the open market. Open market purchases will be made as soon as possible after the applicable Investment Date, but not more than 30 days after such date.

The Purchase Price of shares purchased from the Company will be computed as set forth in Question 9. The Purchase Price of shares purchased on the open market will be the average, or weighted average if shares are purchased on more than one day, of the daily high and low sales prices of the Common Stock reported as New York Stock Exchange Composite Transactions for the date or dates of purchase. If shares are purchased on the open market, the Company will pay any brokerage commissions which would not have been paid by participants if all of the shares had been purchased from the Company under the Plan.

In the event of open market purchases, shares will not be allocated to participants' accounts until the date on which the Bank has purchased sufficient shares from the Company and on the open market for all participants in the Plan. The Purchase Price to participants will be based on the weighted

average of the Purchase Price of all shares purchased from the Company and the Purchase Price of all shares purchased on the open market with the funds available for that Investment Date.

In addition, the income tax consequences to participants will be based on the fair market value of the Common Stock on the date such shares are allocated to participants' accounts, rather than on the Investment Date, and participants will realize taxable dividend income in an amount equal to their allocable share of brokerage commissions paid by the Company (see Question 16).

USE OF PROCEEDS

The Company intends to add the proceeds it receives from sales of Common Stock under the Plan to its general funds, to be available for general corporate purposes. The Company currently has no specific plans for any such proceeds.

EXPERTS

The Company's consolidated financial statements incorporated in this Prospectus by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1993, have been so incorporated in reliance on the report of Price Waterhouse LLP ('Price Waterhouse'), independent accountants, given on the authority of said firm as experts in auditing and accounting.

With respect to the unaudited consolidated financial information of the Company for the three-month periods ended March 31, 1994 and 1993, and the three- and six-month periods ended June 30, 1994 and 1993, incorporated by reference in this Prospectus, Price Waterhouse reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate reports dated April 21 and July 25, 1994, incorporated by reference in this Prospectus, state that they did not audit and they do not express an opinion on that unaudited consolidated financial information. Price Waterhouse has not carried out any significant or additional audit tests beyond those which would have been necessary if their reports had not been incorporated by reference. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied. Price Waterhouse is not subject to the liability provisions of Section 11 of the Securities Act of 1933 (the 'Securities Act') for their reports on the unaudited consolidated financial information because each report is not a 'report' or a 'part' of the registration statement prepared or certified by Price Waterhouse within the meaning of Sections 7 and 11 of the Securities Act.

LEGAL OPINION

The legality of the Common Stock offered hereby is being passed upon for the Company by Andrew B. Samet, Vice President, Secretary and Associate General Counsel of the Company. Mr. Samet owns shares of the Common Stock and has options to purchase additional shares.

INDEMNIFICATION UNDER THE SECURITIES ACT

Under Article ELEVENTH of the Company's Restated Certificate of Incorporation, each person who is or was a director or officer of the Company, and each director or officer of the Company who

serves or served any other enterprise or organization at the request of the Company, shall be indemnified by the Company to the full extent permitted by the Delaware General Corporation Law.

Under such law, to the extent that such a person is successful on the merits or otherwise in defense of a suit or proceeding brought against such person by reason of the fact that such person is or was a director or officer of the Company, or serves or served any other enterprise or organization at the request of the Company, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action.

If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, such a person shall be indemnified under such law against both (a) expenses (including attorneys' fees) and (b) judgments, fines and amounts paid in settlement if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Company, and with respect to any criminal action, had no reasonable cause to believe such person's conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of the Company, or if such suit is settled, such a person shall be indemnified under such law only against expenses (including attorneys' fees) actually and reasonably incurred in the defense or settlement of such suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Company except that if such a person is adjudged to be liable in such suit to the Company, such person cannot be made whole even for expenses unless the court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

In addition, the Company maintains directors' and officers' reimbursement and liability insurance pursuant to standard form policies. The risks covered by such policies include certain liabilities under the securities laws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Company pursuant to Article ELEVENTH of the Company's Restated Certificate of Incorporation, the Delaware General Corporation Law, or otherwise, the Company has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

Securities and Exchange Commission Registration Fee.....	\$25,646.74
Printing.....	14,000.00*
Miscellaneous Expenses.....	6,000.00*

Total.....	\$45,646.74*

- -----

* Estimated. These expenses do not include annual recurring costs for the operation of the Plan.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Under Article ELEVENTH of the Company's Restated Certificate of Incorporation, each person who is or was a director or officer of the Company, and each director or officer of the Company who serves or served any other enterprise or organization at the request of the Company, shall be indemnified by the Company to the full extent permitted by the Delaware General Corporation Law.

Under such law, to the extent that such a person is successful on the merits or otherwise in defense of a suit or proceeding brought against such person by reason of the fact that such person is or was a director or officer of the Company, or serves or served any other enterprise or organization at the request of the Company, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action.

If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, such a person shall be indemnified under such law against both (1) expenses (including attorneys' fees) and (2) judgments, fines and amounts paid in settlement if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Company, and with respect to any criminal action, had no reasonable cause to believe such person's conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of the Company, or if such suit is settled, such a person shall be indemnified under such law only against expenses (including attorneys' fees) actually and reasonably incurred in the defense or settlement of such suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Company except that if such a person is adjudged to be liable in such suit to the Company, such person cannot be made whole even for expenses unless the court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

In addition, the Company maintains directors' and officers' reimbursement and liability insurance pursuant to standard form policies. The risks covered by such policies include certain liabilities under the securities laws.

ITEM 16. EXHIBITS.

EXHIBIT NO.

- 4.1 The Company's Restated Certificate of Incorporation (incorporated by reference to Exhibit 99.1 to the Company's Form 10-Q for the quarter ended March 31, 1993).
- 4.2 The Company's By-laws, as amended (incorporated by reference to Exhibit 99.2 to the Company's Form 10-Q for the quarter ended March 31, 1993).
- 5 Opinion of Andrew B. Samet, Esq., with respect to the legality of the securities being registered hereby (filed herewith).
- 15 Independent Accountants' Acknowledgment Letter as to the incorporation of their reports relating to unaudited interim financial information (filed herewith).

EXHIBIT NO.

- 23.1 Consent of Price Waterhouse LLP (filed herewith).
- 23.2 The consent of Andrew B. Samet, Esq. is contained in his opinion filed as Exhibit 5 to this registration statement.
- 24 Powers of Attorney (filed herewith).

ITEM 17. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE TOWNSHIP OF MORRIS, STATE OF NEW JERSEY, ON THE 12TH DAY OF SEPTEMBER, 1994.

ALLIEDSIGNAL INC.

By JOHN W. BARTER

 JOHN W. BARTER
 SENIOR VICE PRESIDENT AND CHIEF
 FINANCIAL OFFICER

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

NAME ----	TITLE -----	DATE ----
* (LAWRENCE A. BOSSIDY)	Director, Chairman of the Board and Chief Executive Officer	
* (HANS W. BECHERER)	Director	
* (EUGENE E. COVERT)	Director	
* (ANN M. FUDGE)	Director	
* (WILLIAM R. HASELTON)	Director	
* (PAUL X. KELLEY)	Director	
* (ROBERT P. LUCIANO)	Director	
* (RUSSELL E. PALMER)	Director	
* (ANDREW C. SIGLER)	Director	
* (JOHN R. STAFFORD)	Director	
* (THOMAS P. STAFFORD)	Director	

NAME

TITLE

DATE

*

Director

.....
(DELBERT C. STALEY)

*

Director

.....
(ROBERT C. WINTERS)

JOHN W. BARTER

Senior Vice President and Chief Financial
Officer (Principal Financial Officer)

September 12, 1994

.....
(JOHN W. BARTER)

G. PETER D'ALOIA

Vice President and Controller (Principal
Accounting Officer)

September 12, 1994

.....
(G. PETER D'ALOIA)

*By: PETER M. KREINDLER

September 12, 1994

.....
(PETER M. KREINDLER,
ATTORNEY-IN-FACT)

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
1	Omitted (inapplicable).
2	Omitted (inapplicable).
4.1	The Company's Restated Certificate of Incorporation (incorporated by reference to Exhibit 99.1 to the Company's Form 10-Q for the quarter ended March 31, 1993).
4.2	The Company's By-laws, as amended (incorporated by reference to Exhibit 99.2 to the Company's Form 10-Q for the quarter ended March 31, 1993).
5	Opinion of Andrew B. Samet, Esq., with respect to the legality of the securities being registered hereby (filed herewith).
8	Omitted (inapplicable).
12	Omitted (inapplicable).
15	Independent Accountants' Acknowledgment Letter as to the incorporation of their reports relating to unaudited interim financial information (filed herewith).
23.1	Consent of Price Waterhouse LLP (filed herewith).
23.2	The consent of Andrew B. Samet, Esq. is contained in his opinion filed as Exhibit 5 to this registration statement.
24	Powers of Attorney (filed herewith).
25	Omitted (inapplicable).
26	Omitted (inapplicable).
27	Omitted (inapplicable).
28	Omitted (inapplicable).
99	Omitted (inapplicable).

[LOGO]

AlliedSignal Inc.
P.O. Box 4000
Morristown, NJ 07962-2497

201 455 3441

Exhibit 5

September 12, 1994

AlliedSignal Inc.
P. O. Box 2245
Morristown, NJ 07962

Re: Registration Statement on Form S-3

Dear Sirs:

As an Associate General Counsel of AlliedSignal Inc. (the "Company"), I have acted as counsel for the Company in connection with the filing of a Registration Statement on Form S-3 under the Securities Act of 1933, as amended (the "Securities Act"), registering 2,000,000 shares of the Company's Common Stock, par value \$1.00 per share (the "Common Stock"), to be offered pursuant to the AlliedSignal Inc. Dividend Reinvestment and Share Purchase Plan (the "Plan"). I have made such investigation and, in that connection, have examined such corporate records and other documents as I have deemed necessary or advisable in rendering this opinion.

I am a member of the Bar of the State of New York and do not intend hereby to express any opinion as to the laws of any other jurisdiction other than the laws of the United States and the General Corporation Law of the State of Delaware to the extent applicable hereto.

Based upon the foregoing, I am of the opinion that:

1. The shares of Common Stock to be acquired by the Plan agent from the Company pursuant to the Plan will be validly issued, fully paid and nonassessable under the laws of the State of Delaware, the Company's state of incorporation, when the Company shall have received the consideration provided in the Plan therefor (having a value not less than the par value thereof with respect to shares issued by the Company out of authorized but unissued shares); and

2. The shares of Common Stock acquired by the Plan agent other than from the Company in accordance with the Plan will be validly issued, fully paid and nonassessable under the laws of the State of Delaware.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me under the heading "Legal Opinion" in the Prospectus which is part of the Registration Statement. In giving this consent, I do not thereby admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely yours,

ANDREW B. SAMET

Andrew B. Samet
Vice President, Secretary and
Associate General Counsel

September 12, 1994

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Dear Sirs:

We are aware that AlliedSignal Inc. has incorporated by reference our reports dated April 21 and July 25, 1994 (issued pursuant to the provisions of Statement on Auditing Standards Nos. 42 and 71) in the Prospectus constituting part of its Registration Statement on Form S-3 to be filed on or about September 12, 1994. We are also aware of our responsibilities under the Securities Act of 1933.

Yours very truly,

PRICE WATERHOUSE LLP

Price Waterhouse LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated February 3, 1994 except for Note 1 (Subsequent Events) which is as of February 7, 1994, which appears on page 39 of the 1993 Annual Report to Shareowners of AlliedSignal Inc. (the "Company"), which is incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 1993. We also consent to the incorporation by reference of our report on the Financial Statement Schedules, which appears on page 20 of such Annual Report on Form 10-K. We also consent to the reference to us under the heading "Experts" in such Prospectus.

PRICE WATERHOUSE LLP

Price Waterhouse LLP
Morristown, NJ
September 12, 1994

POWER OF ATTORNEY

I, Lawrence A. Bossidy, Chairman and Chief Executive Officer and a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as an officer or director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment Plan of Allied-Signal Inc. and any plan which is a successor to such plan; and

(c) on Form S-3 or other appropriate form for the registration of:

(i) debt securities of the Company (which may be convertible into or exchangeable for or accompanied by warrants to purchase debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates or another person or entity, provided the number of shares of the Company's Common Stock into or for which such debt securities may be converted or exchanged or which may be issued upon exercise of such warrants shall not exceed 33,400,000, as adjusted for stock splits and dividends) with aggregate proceeds not to exceed \$500 million (or the equivalent thereof in any foreign currency), any accompanying warrants and any guarantees by the Company of such debt securities of its subsidiaries, joint ventures or affiliates;

(ii) preferred stock of the Company (which may be convertible into or redeemable or exchangeable for Common Stock or other securities or property of the Company) with proceeds not to exceed 500 million;

(iii) debt securities, Common Stock or preferred stock of the Company or warrants to purchase such securities to be issued in exchange for debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates with an aggregate principal amount, liquidation preference or value not to exceed \$500 million;

(iv) any securities into or for which any of the securities specified in clauses (i), (ii) or (iii) are convertible or exchangeable or which may be issued upon exercise thereof; and

(v) shares of Common Stock of the Company sold or otherwise disposed of to carry out transactions not requiring specific authorization by the Board of Directors, not to exceed in any one transaction 6,974,080 shares (two percent of the Common Stock issued and outstanding at December 31, 1986, as adjusted for stock splits) as adjusted for stock splits and dividends, and any warrants to purchase such shares,

granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

LAWRENCE A. BOSSIDY
Lawrence A. Bossidy

Dated: May 27, 1994

POWER OF ATTORNEY

I, Hans W. Becherer, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment Plan of Allied-Signal Inc. and any plan which is a successor to such plan; and

(c) on Form S-3 or other appropriate form for the registration of:

(i) debt securities of the Company (which may be convertible into or exchangeable for or accompanied by warrants to purchase debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates or another person or entity, provided the number of shares of the Company's Common Stock into or for which such debt securities may be converted or exchanged or which may be issued upon exercise of such warrants shall not exceed 33,400,000, as adjusted for stock splits and dividends) with aggregate proceeds not to exceed \$500 million (or the equivalent thereof in any foreign currency), any accompanying warrants and any guarantees by the Company of such debt securities of its subsidiaries, joint ventures or affiliates;

(ii) preferred stock of the Company (which may be convertible into or redeemable or exchangeable for Common Stock or other securities or property of the Company) with proceeds not to exceed \$500 million;

(iii) debt securities, Common Stock or preferred stock of the Company or warrants to purchase such securities to be issued in exchange for debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates with an aggregate principal amount, liquidation preference or value not to exceed \$500 million;

(iv) any securities into or for which any of the securities specified in clauses (i), (ii) or (iii) are convertible or exchangeable or which may be issued upon exercise thereof; and

(v) shares of Common Stock of the Company sold or otherwise disposed of to carry out transactions not requiring specific authorization by the Board of Directors, not to exceed in any one transaction 6,974,080 shares (two percent of the Common Stock issued and outstanding at December 31, 1986, as adjusted for stock splits) as adjusted for stock splits and dividends, and any warrants to purchase such shares,

granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

HANS W. BECHERER
Hans W. Becherer

Dated: May 27, 1994

POWER OF ATTORNEY

I, Eugene E. Covert, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment Plan of Allied-Signal Inc. and any plan which is a successor to such plan; and

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(iii) debt securities, Common Stock or preferred stock of the Company or warrants to purchase such securities to be issued in exchange for debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates with an aggregate principal amount, liquidation preference or value not to exceed \$500 million;

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

EUGENE E. COVERT
Eugene E. Covert

Dated: May 27, 1994

POWER OF ATTORNEY

I, Ann M. Fudge, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

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(ii) preferred stock of the Company (which may be convertible into or redeemable or exchangeable for Common Stock or other securities or property of the Company) with proceeds not to exceed \$500 million;

(iii) debt securities, Common Stock or preferred stock of the Company or warrants to purchase such securities to be issued in exchange for debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates with an aggregate principal amount, liquidation preference or value not to exceed \$500 million;

(iv) any securities into or for which any of the securities specified in clauses (i), (ii) or (iii) are convertible or exchangeable or which may be issued upon exercise thereof; and

(v) shares of Common Stock of the Company sold or otherwise disposed of to carry out transactions not requiring specific authorization by the Board of Directors, not to exceed in any one transaction 6,974,080 shares (two percent of the Common Stock issued and outstanding at December 31, 1986, as adjusted for stock splits) as adjusted for stock splits and dividends, and any warrants to purchase such shares,

granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

ANN M. FUDGE
Ann M. Fudge

Dated: May 27, 1994

POWER OF ATTORNEY

I, William R. Haselton, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment Plan of Allied-Signal Inc. and any plan which is a successor to such plan; and

(c) on Form S-3 or other appropriate form for the registration of:

(i) debt securities of the Company (which may be convertible into or exchangeable for or accompanied by warrants to purchase debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates or another person or entity, provided the number of shares of the Company's Common Stock into or for which such debt securities may be converted or exchanged or which may be issued upon exercise of such warrants shall not exceed 33,400,000, as adjusted for stock splits and dividends) with aggregate proceeds not to exceed \$500 million (or the equivalent thereof in any foreign currency), any accompanying warrants and any guarantees by the Company of such debt securities of its subsidiaries, joint ventures or affiliates;

(ii) preferred stock of the Company (which may be convertible into or redeemable or exchangeable for Common Stock or other securities or property of the Company) with proceeds not to exceed \$500 million;

(iii) debt securities, Common Stock or preferred stock of the Company or warrants to purchase such securities to be issued in exchange for debt or equity securities of the company, its subsidiaries, joint ventures or affiliates with an aggregate principal amount, liquidation preference or value not to exceed \$500 million;

(iv) any securities into or for which any of the securities specified in clauses (i), (ii) or (iii) are convertible or exchangeable or which may be issued upon exercise thereof; and

(v) shares of Common Stock of the Company sold or otherwise disposed of to carry out transactions not requiring specific authorization by the Board of Directors, not to exceed in any one transaction 6,974,080 shares (two percent of the Common Stock issued and outstanding at December 31, 1986, as adjusted for stock splits) as adjusted for stock splits and dividends, and any warrants to purchase such shares,

granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

WILLIAM R. HASELTON
William R. Haselton

Dated: May 27, 1994

POWER OF ATTORNEY

I, Paul X. Kelley, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment Plan of Allied-Signal Inc. and any plan which is a successor to such plan; and

(c) on Form S-3 or other appropriate form for the registration of:

(i) debt securities of the Company (which may be convertible into or exchangeable for or accompanied by warrants to purchase debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates or another person or entity, provided the number of shares of the Company's Common Stock into or for which such debt securities may be converted or exchanged or which may be issued upon exercise of such warrants shall not exceed 33,400,000, as adjusted for stock splits and dividends) with aggregate proceeds not to exceed \$500 million (or the equivalent thereof in any foreign currency), any accompanying warrants and any guarantees by the Company of such debt securities of its subsidiaries, joint ventures or affiliates;

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(iii) debt securities, Common Stock or preferred stock of the Company or warrants to purchase such securities to be issued in exchange for debt or equity securities of the Company, its subsidiaries, joint ventures or affiliates with an aggregate principal amount, liquidation preference or value not to exceed \$500 million;

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

PAUL X. KELLEY
Paul X. Kelley

Dated: May 27, 1994

POWER OF ATTORNEY

I, Robert P. Luciano, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

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(iv) any securities into or for which any of the securities specified in clauses (i), (ii) or (iii) are convertible or exchangeable or which may be issued upon exercise thereof; and

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

ROBERT P. LUCIANO
Robert P. Luciano

Dated: May 27, 1994

POWER OF ATTORNEY

I, Russell E. Palmer, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment Plan of Allied-Signal Inc. and any plan which is a successor to such plan; and

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

RUSSELL E. PALMER
Russell E. Palmer

Dated: May 27, 1994

POWER OF ATTORNEY

I, Andrew C. Sigler, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

ANDREW C. SIGLER
Andrew C. Sigler

Dated: May 27, 1994

POWER OF ATTORNEY

I, John R. Stafford, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

JOHN R. STAFFORD
John R. Stafford

Dated: May 27, 1994

POWER OF ATTORNEY

I, Thomas P. Stafford, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

THOMAS P. STAFFORD
Thomas P. Stafford

Dated: May 27, 1994

POWER OF ATTORNEY

I, Delbert C. Staley, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (and participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck Brake Systems Company Savings Plan, the 1980 Incentive Stock Option Plan of Allied Corporation and its Subsidiaries, the 1982 Stock Option Plan for Executive Employees of Allied Corporation and its Subsidiaries, the 1985 Stock Plan for Employees of Allied-Signal Inc. and its Subsidiaries, the 1993 Stock Plan for Employees of AlliedSignal Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of AlliedSignal Inc. and any plan which is a successor to such plans;

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

DELBERT C. STALEY
Delbert C. Staley

Dated: May 27, 1994

POWER OF ATTORNEY

I, Robert C. Winters, a director of AlliedSignal Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, John W. Barter, Peter M. Kreindler, G. Peter D'Aloia and Nancy A. Garvey, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

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granting to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

ROBERT C. WINTERS
Robert C. Winters

Dated: May 27, 1994