

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>COTE DAVID M</u> (Last) (First) (Middle) <u>101 COLUMBIA ROAD</u> (Street) <u>MORRISTOWN NJ 07960</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC [HON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options	\$28.35	08/22/2014		J ⁽¹⁾			282,359	(2)	02/23/2019	Common Stock	282,359	\$57 ⁽³⁾	667,641	D	
Employee Stock Options	\$28.35	08/22/2014		J ⁽¹⁾		282,359		(2)	02/23/2019	Common Stock	282,359	\$57 ⁽³⁾	282,359	I	See footnote ⁽⁴⁾
Employee Stock Options	\$40.17	08/22/2014		J ⁽¹⁾		950,000		(5)	02/25/2020	Common Stock	950,000	\$46.14 ⁽⁶⁾	0	D	
Employee Stock Options	\$40.17	08/22/2014		J ⁽¹⁾		950,000		(5)	02/25/2020	Common Stock	950,000	\$46.14 ⁽⁶⁾	950,000	I	See footnote ⁽⁷⁾

Explanation of Responses:

- Represents a transfer by Mr. Cote of vested stock options to a trust for the benefit of certain of his family members in connection with Mr. Cote's long-term strategy for estate planning.
- The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/24/2010.
- In connection with the transfer of these vested stock options to a trust for the benefit of certain of Mr. Cote's family members, such trust executed a note payable to Mr. Cote based on the appraised value of such stock options.
- These Employee Stock Options are held by a trust for the benefit of certain of Mr. Cote's family members, and of which Mr. Cote serves as an investment advisor. Mr. Cote disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/26/2011.
- In connection with the transfer of these vested stock options to a trust for the benefit of certain of Mr. Cote's family members, such trust executed a note payable to Mr. Cote based on the appraised value of such stock options.
- These Employee Stock Options are held by a trust for the benefit of certain of Mr. Cote's family members, and of which Mr. Cote serves as investment advisor. Mr. Cote disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

/s/ Jeffrey Neuman for David M. Cote 08/25/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.