

FORM 4

OMB APPROVAL

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

(Print or Type Responses)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	
Gilligan,	J.	Kevin	Honeywell International Inc. (HON)	
(Last)	(First)	(Middle)		
c/o Honeywell International Inc.			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
1600 Utica Avenue South, Suite 300				January 31, 2003
(Street)				
St. Louis Park,	MN	55416	5. If Amendment, Date of Original (Month/Day/Year)	
(City)	(State)	(Zip)		

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

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

President and Chief Executive Officer Automation and Control Solutions

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

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
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(Month/  
Day/  
Year)

Code

V

Amount

(A) or  
(D)

Price

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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)

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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)
				Code V	(A) (D)

Supplemental Savings Plan Interests	1 for 1	1/31/03		A (1)	44.064
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6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares

1/2004	N/A	Common Stock	44.064	24.44	2375.993
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10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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D	
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Explanation of Responses:

(1) Reflects phantom shares of Common Stock represented by Company Contributions to my account under the Executive Supplemental Savings Plan, an 'Excess Benefit Plan' under Rule 16b-3, on 1/31/03.

/s/ Gail E. Lehman -----	February 4, 2003 -----
**Signature of Reporting Person FOR J. KEVIN GILLIGAN	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.