

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 | |
| Dicciani | Nance | K. | Honeywell International Inc. (HON) | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year |
| c/o Honeywell International Inc. 101 Columbia Road | | | | March 28, 2003 |
| | (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) |
| Morristown | NJ | 07962 | | |
| (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 & CEO Specialty Materials

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

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

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

| 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) |
|---|--|---|
|---|--|---|

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) |
|--|--|--------------------------------------|--|--------------------------------|--|
| Restricted Units | 1 for 1 | 3/28/03 | | Code A (1) | V (A) 50,000 (D) |

| 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) |
|--|---|--|--|
| 3/28/06 | Common Stock | 50,000 | 50,000 |

| 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|
| D | |

Explanation of Responses:

(1) Awarded under the Corporation's 1993 Stock Plan.

| | |
|--|------------------------|
| /s/ Gail E. Lehman ----- | April 1, 2003 ----- |
| **Signature of Reporting Person FOR NANCE K. DICCIANI | 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.