Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

3...,

STATEMENT OF CHANGES IN BENEFICIAL O	OWNERSHIP

OMB APPROVAL

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			or Se	ction 30(h) of the Inv	vestmen	t Com	pany Act of 19	940				
Name and Address of Reporting Person*     DICCIANI NANCE K				er Name <b>and</b> Ticker NEYWELL IN ]					ationship of Reporting all applicable) Director Officer (give title	g Person(s) to Issuer  10% Owner  Other (specify		
(Last) 101 COLUMBIA	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/16/2005						below) below) President & CEO, Materials		
(Street) MORRISTOWN	NJ	07962	4. If Ar	nendment, Date of C	Original I	Filed (	Month/Day/Yea	ar)	6. Indiv Line)	Form filed by One	e Reporting Perso	on
(City)	(State)	(Zip)								Form filed by Mor Person	e tnan One Repo	orting
		Table I - Nor	n-Derivative S	Securities Acqu	uired,	Disp	osed of, o	r Bene	eficially	Owned		
		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities A Disposed Of ( 5)	D) (Instr.		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		<u> </u>

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

	(e.g., puis, cans, 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. Transa Code ( 8)		of		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				
Supplemen Savings Pla Interests		09/16/2005		A <sup>(2)</sup>		12.067		(2)	(2)	Common Stock	12.067	\$39.29	1,135.29	D	

## Explanation of Responses:

- 1. Instrument converts to common stock on a one-for-one basis.
- 2. Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 9/16/05.

Gail E. Lehman for Nance K.

Dicciani

09/19/2005

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.