

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>ANDERSON DAVID J</u> (Last) (First) (Middle) <u>C/O ITT INDUSTRIES INC</u> <u>4 W RED OAK LN</u> (Street) <u>WHITE PLAINS NY</u> <u>10604</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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				
Restricted Units	\$1	07/25/2003		A ⁽¹⁾		24,750		07/25/2007	07/25/2007	Common Stock	24,750	\$0	24,750	D	
Restricted Units	\$1	07/25/2003		A ⁽¹⁾		24,750		07/01/2008	07/01/2008	Common Stock	24,750	\$0	24,750	D	
Restricted Units	\$1	07/25/2003		A ⁽¹⁾		25,500		07/25/2009	07/25/2009	Common Stock	25,500	\$0	25,500	D	
Restricted Units	\$1	07/25/2003		A ⁽¹⁾		24,750		07/25/2006	07/25/2006	Common Stock	24,750	\$0	24,750	D	
Restricted Units	\$1	07/25/2003		A ⁽¹⁾		24,750		07/25/2007	07/25/2007	Common Stock	24,750	\$0	24,750	D	
Restricted Units	\$1	07/25/2003		A ⁽¹⁾		25,500		07/25/2008	07/25/2008	Common Stock	25,500	\$0	25,500	D	
Employee Options	\$28.13	07/25/2003		A ⁽²⁾		62,000		07/25/2004 ⁽²⁾	07/24/2013	Common Stock	62,000	\$0	62,000	D	
Employee Options	\$28.13	07/25/2003		A ⁽³⁾		100,000		07/25/2004 ⁽³⁾	07/24/2013	Common Stock	100,000	\$0	100,000	D	
Employee Options	\$28.13	07/25/2003		A ⁽⁴⁾		100,000		07/25/2007 ⁽⁴⁾	07/24/2013	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

- Awarded under the Corporation's 2003 Stock Incentive Plan.
- The Employee Options were granted under the Corporation's 2003 Stock Incentive Plan with 12,400 vesting on 7/25/04, 7/25/05, 7/25/06, 7/25/07 and 7/25/08.
- The Employee Options were granted under the Corporation's 2003 Stock Incentive Plan with 40,000 vesting on 7/25/04 and 30,000 vesting on each of 7/25/05 and 7/25/06.
- The Employee Options were granted under the Corporation's 2003 Stock Incentive Plan with 40,000 vesting on 7/25/07 with 40% accelerated if stock price appreciates greater than 25% for 20 consecutive trading days and 30,000 vesting on each 7/25/06 and 7/25/09 with 30% accelerated if stock price appreciates greater than 50% and 75% for 20 consecutive trading days.

Gail E. Lehman for David J. Anderson 07/31/2003

** 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.