

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

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

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) 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>11/10/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/14/2011</u>	

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			
Common Stock	11/10/2011		M		326,100	A	\$33.38	549,392 ⁽⁴⁾	D	
Common Stock	11/10/2011		M		225,000	A	\$33.38	774,392 ⁽⁴⁾	D	
Common Stock	11/10/2011		S		433,400	D	\$53.59 ⁽¹⁾	340,992 ⁽⁴⁾	D	
Common Stock	11/11/2011		M		50,000	A	\$33.38	390,992 ⁽⁴⁾	D	
Common Stock	11/11/2011		M		500,000	A	\$33.38	890,992 ⁽⁴⁾	D	
Common Stock	11/11/2011		S		427,355	D	\$54.83 ⁽²⁾	463,637 ⁽⁴⁾	D	
Common Stock								36,777.868	I	Held in 401(k) plan

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				
Stock Option (right to buy)	\$33.38	11/10/2011		M		326,100		02/22/2004	02/18/2012	Common Stock	326,100	\$0	0 ⁽³⁾	D	
Stock Option (right to buy)	\$33.38	11/10/2011		M		225,000		02/19/2005	02/18/2012	Common Stock	225,000	\$0	50,000 ⁽³⁾	D	
Stock Option (right to buy)	\$33.38	11/11/2011		M		50,000		02/19/2005	02/18/2012	Common Stock	50,000	\$0	0 ⁽³⁾	D	
Stock Option (right to buy)	\$33.38	11/11/2011		M		500,000		02/19/2005	02/18/2012	Common Stock	500,000	\$0	0 ⁽³⁾	D	

Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.49 to \$53.74, inclusive. The reporting person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.64 to \$55.36, inclusive. The reporting person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.
- Reflects a prior disposition by the reporting person of derivative securities of the same class that was exempt from reporting pursuant to Rule 16a-12.
- Amended to reflect performance shares unintentionally omitted from aggregate amount of securities beneficially owned following reported transaction.

Jacqueline Katzel for David M. Cote 12/22/2011

** 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.