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| | FORM 4 | |
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OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

[] 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 Add | ress of Reporting Pe | son* | 2. | Issuer Name and Ticker | or | Trading Symbol | | |
|-----------------|---|---------------------------|----|---|----|---|--|--|
| Cote David | | М. | Н | Honeywell International Inc. (HON) | | | | |
| (Last) | (First) nternational Inc. ad | (Middle) | 3. | I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | |
| | (Street) | | | | 5. | If Amendment, Date of Original (Month/Day/Year) | | |
| | NJ | 07962 | | | | , | | |
| (City) | (State) | (Zip) | | | | | | |
| 6. Relationshi | p of Reporting Person heck all applicable) | n(s) to Issuer | | | | | | |
| X Di | rector | 10% Owner | | | | | | |
| X 0f | ficer (give title below) | Other (specify below) | | | | | | |
| | irman and Chief Exec | | | | | | | |
| | | g (Check Applicable Line) | | | | | | |
| X Form fil | ed by One Reporting I | Person | | | | | | |
| | ed by More than One I | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

- 1. Title of Security (Instr. 3)
- Transaction Date (Month/Day/Year)

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

- 2A. Deemed Execution Date,
- 3. Transaction Code (Instr. 8)
- Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

| | | (Month/ Day/ Year) | Code V | Amount | (A) or (D) | Price |
|---|---|---|--|-------------------------------|--|-------------------|
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| 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | |
| Reported Transaction (Instr. 3 and 4) | | | (Instr. 4) | | | |
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| Form 4 | | | | | | |
| Ве | rivative Securities Acquire neficially Owned (e.g., put rrants, options, convertible | s, calls, | or | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conver- 3. Trans- sion or action Exercise Date Price of (Month/ Derivative Day/ Security Year) | 3A. Deemed Exe Date, if a (Month/Day | ny tio | nsac- 5. n Code str. 8) | Number of Derivative Securities Acquired (, or Dispose (D) (Instr and 5) | d [°] of |
| | | | | ode V | (A) | (D) |
| Supplemental Savings Plan Interests | 1 for 1 4/17/03 | | (| A 1) | 88.652 | |
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| 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 Follow Reported Transaction(| ing | | |

| | | | | | | (Instr. 4) |
|-----|--|-------------------------|--|----------------------------|----------|------------|
| | able | Expi- ration Date | Title | Amount Number Shares | or of | |
| | Jan after | | Common | | | |
| Т | ermination | | | | | 435.594 |
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| 10. | Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | Ber Owr | ure Indirect neficial nership nstr. 4) | | | |
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| | D | | | | | |
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| Ехр | lanation of Re | sponses: | | | | |

(1) Reflects phantom shares of Common Stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 4/17/03.

| /s/ Gail E. Lehman | April 22, 2003 |
|--|----------------|
| **Cignoture of Deporting Deven | Do+o |
| **Signature of Reporting Person FOR DAVID M. COTE | 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.