## SEC Form 4

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <u>DICCIANI NANCE K</u>				er Name <b>and</b> Ticker IEYWELL IN ]		ymbol FIONAL INC [	(Check	ationship of Reportin ( all applicable) Director Officer (give title	9 Person(s) to Issuer 10% Owner Other (specify	
(Last) (First) (Middle) 101 COLUMBIA ROAD			3. Date 10/28	of Earliest Transac /2005	tion (Month/D	ay/Year)	X	below)	below CEO, Material	ow)
(Street) MORRISTOWN NJ 07962 (City) (State) (Zip)			4. If An	nendment, Date of C	Driginal Filed (	(Month/Day/Year)	6. 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 - Noi	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benefi	cially	Owned		
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership

	(Month/Day/Tear)	(Month/Day/Year)	8)		5)			Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											]

	(e.g., puts, 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 Derivat Securit Acquire (A) or Dispos of (D)	erivative ccurities cquired ) or (D) sposed (D) str. 3, 4		e Amount of ar) Securities		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				
Supplemental Savings Plan Interests	(1)	10/28/2005		A <sup>(2)</sup>		14.111		(2)	(2)	Common Stock	14.111	\$33.6	1,175.18	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 10/28/05.

<u>Gail E. Lehman for Nance K.</u> Dicciani	<u>11/01/2005</u>			
** 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.