

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Final Amendment to
SCHEDULE 14D-1
TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AND
AMENDMENT NO. 1 TO
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

PITTMAY CORPORATION
(Name of Subject Company)

HII-2 ACQUISITION CORP.
HONEYWELL INTERNATIONAL INC.
(Bidders)

COMMON STOCK, \$1.00 PAR VALUE
CLASS A STOCK, \$1.00 PAR VALUE
(Title of Class of Securities)

725790 10 9
725790 20 8
(CUSIP Number of Class of Securities)

PETER M. KREINDLER, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
HONEYWELL INTERNATIONAL INC.
101 COLUMBIA ROAD
MORRIS TOWNSHIP, NEW JERSEY 07962
TELEPHONE: (973) 455-2000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on behalf of Bidders)

Copy to:

DAVID J. FRIEDMAN, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, NEW YORK 10036
(212) 735-3000

COMMON STOCK
CUSIP NO. 725790 10 9

14D-1

1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of the Above Persons
Honeywell International Inc.
IRS ID No.: 22-2640650
2. Check the Appropriate Box if a Member of a Group

(a) ()
(b) ()
3. SEC Use only
4. Source of Funds
WC
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(e) or 2(f) ()

6. Citizenship or Place of Organization
Delaware
7. Aggregate Amount Beneficially Owned by Each Reporting Person
7,478,471 (or 7,749,020, if all shares tendered pursuant to guaranteed delivery procedures are delivered)
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares
()
9. Percent of Class Represented by Amount in Row (7)
94.9% (or 98.4%, if all shares tendered pursuant to guaranteed delivery procedures are delivered)
10. Type of Reporting Person
CO

CLASS A STOCK
CUSIP NO. 725790 20 8 14D-1

1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of the Above Person
Honeywell International Inc.
IRS ID No.: 22-2640650
2. Check the Appropriate Box if a Member of a Group
(a) ()
(b) ()
3. SEC Use only
4. Source of Funds
WC
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2
()
6. Citizenship or Place of Organization
Delaware
7. Aggregate Amount Beneficially Owned by Each Reporting Person
33,914,500 (or 34,497,738 if all shares tendered pursuant to guaranteed delivery procedures are delivered)
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares
()
9. Percent of Class Represented by Amount in Row (7)
95.8% (or 97.4%, if all shares tendered pursuant to guaranteed delivery procedures are delivered)
10. Type of Reporting Person
CO

This Final Amendment amends the Tender Offer Statement on Schedule 14D-1 initially filed on December 23, 1999 (as amended, the "Tender Offer Statement") by Honeywell International Inc., a Delaware corporation ("Parent"), and its wholly owned subsidiary HII-2 Acquisition Corp., a Delaware corporation ("Purchaser"), relating to the Purchaser's offer to purchase all of the outstanding shares of Common Stock, of the par value of \$1.00 per share, and Class A Stock, of the par value of \$1.00 per share, of Pittway Corporation, a Delaware corporation, on the terms and subject to the conditions set forth in the Offer to Purchase dated December 23, 1999. Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Tender Offer Statement. The Tender Offer Statement also constitutes Amendment No. 1 to the Statement on Schedule 13D of Purchaser and Parent. The item numbers and responses thereto below are in accordance with the requirements of

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6 is hereby amended to add the following:

On February 4, 2000, following expiration of the Offer at 12:00 p.m., New York City time, on February 3, 2000, Purchaser accepted for payment all Shares validly tendered and not withdrawn pursuant to the Offer. Purchaser has been advised by the Depository for the Offer that as of the expiration of the Offer 7,749,020 Shares of Common Stock, representing approximately 98.4% of the outstanding Shares of Common Stock, had been validly tendered and not withdrawn pursuant to the Offer (including 270,549 Shares tendered pursuant to the procedures for guaranteed delivery), and 34,497,738 Shares of Class A Stock, representing approximately 97.4 % of the outstanding Shares of Class A Stock had been validly tendered and not withdrawn pursuant to the Offer (including 583,238 Shares tendered pursuant to the procedures for guaranteed delivery).

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following:

(a)(10) Joint Press Release of Parent and the Company dated February 4, 2000.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2000

HONEYWELL INTERNATIONAL INC.

BY: /s/ Richard J. Diemer

Name: Richard J. Diemer
Title: Vice President and
Controller

HII-2 ACQUISITION CORP.

BY: /s/ George Van Kula

Name: George Van Kula
Title: Secretary

EXHIBIT INDEX

Exhibit No. -----	Description -----
(a)(10)	Joint Press Release of Parent and the Company dated February 4, 2000.

NEWS RELEASE

Contact: Tom Crane
Honeywell
(973) 455-4732

Ed Schwartz
Pittway Corporation
(312) 831-4136

HONEYWELL COMPLETES SUCCESSFUL TENDER
OFFER FOR PITTPWAY CORPORATION

MORRIS TOWNSHIP, New Jersey and CHICAGO, Illinois, February 4, 2000 -- Honeywell [NYSE: HON] and Pittway Corporation [NYSE: PRY and PRY.A] said today that Honeywell has completed a successful tender offer for the outstanding shares of Pittway Common Stock and Class A Stock.

The tender offer expired at 12:00 midnight New York City time on Thursday, February 3, 2000. Approximately 7.7 million shares of Pittway Common Stock (98%) and 34.5 million shares of Pittway Class A Stock (97%) have been tendered, representing more than 97% of the company's total outstanding shares. Honeywell has accepted for payment all of the shares validly tendered at the tender offer price of \$45.50 per share.

Honeywell intends to promptly complete the transaction in accordance with Delaware's short-form merger provisions. As a result of the merger, each remaining outstanding share of Pittway Common Stock and Class A Stock will be converted, subject to appraisal rights, into the right to receive \$45.50, in cash, without interest.

The acquisition, which will be integrated into Honeywell's Home & Building Control business, combines Honeywell's expertise in systems integration and HVAC controls with Pittway's product and distribution strength in the rapidly growing \$10-billion fire and security industries. The combined entity will be a premier \$5-billion home and building control supplier with a broader array of quality products, more services, and the unparalleled ability to provide installing and end-user customers with total system solutions combining fire, security and HVAC controls.

Pittway, headquartered in Chicago, Illinois, is one of the world's leading manufacturers and distributors of security and fire systems and other low-voltage products for homes and buildings. Its systems and products are marketed globally under the Ademco, Notifier, System Sensor, ADI, Northern Computers and other popular brand names.

Honeywell Home and Building Control, a US\$3.4-billion unit of Honeywell, provides products and services to create efficient, safe, comfortable environments. The business unit offers controls for heating, ventilation, humidification and air-conditioning equipment; security and fire alarm systems; home automation systems; energy-efficient lighting controls; and building management systems and services.

Honeywell is a US\$24-billion diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes and industry; automotive products; power generation systems; specialty chemicals; fibers; plastics; and electronic and advanced materials. The company employs approximately 120,000 people in 95 countries. Honeywell is traded on the New York Stock Exchange under the symbol HON, as well as on the London, Chicago and Pacific stock exchanges. It is one of the 30 stocks that make up the Dow Jones Industrial Average and is also a component of the Standard & Poor's 500 Index. Additional information on the company is available on the Internet at www.honeywell.com.

This release contains forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934, including statements about future business operations, financial performance and market conditions. Such forward-looking statements involve risks and uncertainties inherent in business forecasts.

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