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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**HONEYWELL INTERNATIONAL INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

Delaware  
(State of Incorporation)

22-2640650  
(I.R.S. Employer Identification No.)

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**101 Columbia Road**  
**P.O. Box 4000**  
**Morristown, New Jersey 07962-2497**  
**(973) 455-2000**

**(Address of Principal Executive Offices) (Zip Code)**

**Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries**  
**(Full Title of the Plan)**

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**Jeffrey N. Neuman, Esq.**  
**Vice President, Corporate Secretary and Deputy General Counsel**  
**Honeywell International Inc.**  
**101 Columbia Road**  
**P.O. Box 4000**  
**Morristown, New Jersey 07962-2497**  
**(973) 455-2000**

**(Name, Address and Telephone Number, Including Area Code, of Agent for Service)**

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**With Copies To:**

**Elaine Wolff, Esq.**  
**Jenner & Block LLP**  
**1099 New York Avenue, N.W.**  
**Washington, DC 20001**  
**(202) 639-6000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller Reporting Company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price per Share<sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(2)</sup></b>	<b>Amount of Registration Fee</b>
Common stock, par value \$1.00 per share	1,000,000	\$90.67	\$90,670,000	\$11,679
Total	1,000,000			\$11,679

- (1) This registration statement (this “Registration Statement”) is being filed for purposes of registering 1,000,000 shares of common stock, par value \$1.00 per share (the “Common Stock”), of Honeywell International Inc. (“Honeywell” or the “Company”), issuable pursuant to the Company’s Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries, as the same may be amended or restated (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of shares that may be offered or issued as a result of stock splits, stock dividends, or similar transactions.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act for the purpose of calculating the registration fee, based on \$90.67 per share, the average of the high and low prices of the Common Stock, as reported on the New York Stock Exchange on April 14, 2014.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Honeywell International Inc. (“Honeywell” or the “Company”) to register an additional 1,000,000 shares of the Company’s common stock, \$1.00 par value per share (the “Common Stock”) reserved for issuance under the Company’s Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries (the “Plan”). Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of Honeywell’s registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on November 3, 2000 (File No. 333-49280) registering the issuance of 1,050,000 shares of the Company’s Common Stock under the Plan.

Before January 1, 2006, the Plan was known as the Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries (Career Band 6 and above). Effective January 1, 2006, the Plan was merged with the Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries (Career Band 5 and below). The resulting plan is now known as the Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries and is referred to in this Registration Statement as the “Plan” or the “Honeywell Supplemental Savings Plan”.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference.

The following documents which have been filed (other than filings or portions of filings that are furnished under applicable SEC rules rather than filed) by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference herein and shall be deemed to be a part hereof:

(a) The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed pursuant to the Exchange Act on February 14, 2014 (the “Annual Report”);

(b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report;

(c) The description of the Company’s common stock contained in the Company’s registration statement on Form S-3 (File No. 333-186695) filed with the Commission on February 15, 2013 pursuant to the Securities Act.

In addition, all documents subsequently filed (other than filings or portions of filings that are furnished under applicable SEC rules rather than filed) by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished (but not filed) under Item 2.02 or 7.01 of any Current Report on Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 8. Exhibits.**

A list of exhibits filed with this registration statement on Form S-8 is set forth on the Exhibit Index and is incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Morristown, State of New Jersey, on April 17, 2014.

### HONEYWELL INTERNATIONAL INC.

/s/ JEFFREY N. NEUMAN

**Name:** Jeffrey N. Neuman

**Title:** Vice President, Corporate Secretary and Deputy General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>NAME</u>	<u>TITLE</u>	<u>DATE</u>
<u>*</u> <b>David M. Cote</b>	Chairman of the Board, Chief Executive Officer and Director	April 17, 2014
<u>/s/ THOMAS A. SZLOSEK</u> <b>Thomas A. Szlosek</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	April 17, 2014
<u>/s/ ADAM M. MATTEO</u> <b>Adam M. Matteo</b>	Vice President and Controller (Principal Accounting Officer)	April 17, 2014
<u>*</u> <b>Gordon M. Bethune</b>	Director	April 17, 2014
<u>*</u> <b>Kevin Burke</b>	Director	April 17, 2014
<u>*</u> <b>D. Scott Davis</b>	Director	April 17, 2014
<u>*</u> <b>Linnet F. Deily</b>	Director	April 17, 2014
<u>*</u> <b>Judd Gregg</b>	Director	April 17, 2014
<u>*</u> <b>Clive R. Hollick</b>	Director	April 17, 2014

<p style="text-align: center;">* _____ <b>Grace Lieblein</b></p>	Director	April 17, 2014
<p style="text-align: center;">* _____ <b>Jaime Chico Pardo</b></p>	Director	April 17, 2014
<p style="text-align: center;">* _____ <b>George Paz</b></p>	Director	April 17, 2014
<p style="text-align: center;">* _____ <b>Bradley T. Sheares, Ph.D.</b></p>	Director	April 17, 2014
<p style="text-align: center;">* _____ <b>Robin L. Washington</b></p>	Director	April 17, 2014

\*By:           /s/ JEFFREY N. NEUMAN            
**Attorney-in-Fact**

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and its Subsidiaries, as amended and restated (incorporated by reference to Exhibit 10.6 to Honeywell's Form 10-K for the year ended December 31, 2008 filed on February 13, 2009), and amended by Exhibit 10.5 to Honeywell's Form 10-K for the year ended December 31, 2010 filed February 11, 2011, amended further by Exhibit 10.1 to Honeywell's Form 10-Q for the quarter ended June 30, 2012 filed July 18, 2012, and amended further by Exhibit 10.5 to Honeywell's Form 10-K for the year ended December 31, 2013 filed February 14, 2014 (such amendments incorporated herein by reference)
4.2	Amended and Restated Certificate of Incorporation of Honeywell International Inc., as amended April 26, 2010 (incorporated by reference to Exhibit 3(i) to Honeywell's Form 8-K filed April 27, 2010)
4.3	By-laws of Honeywell International Inc., as amended September 27, 2013 (incorporated by reference to Exhibit 3(ii) to Honeywell's Form 8-K filed September 30, 2013)
4.4	Form of certificate representing shares of Common Stock (incorporated by reference to Exhibit 4.2 to Honeywell's Form S-3 (File No. 333-186695) filed February 15, 2013)
5.1	Opinion of Alison Zoellner, Esq., with respect to the legality of the securities being registered hereby (filed herewith)
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith)
23.2	Consent of Alison Zoellner, Esq. (filed as part of Exhibit 5.1)
24.1	Powers of Attorney (filed herewith)

**Alison Zoellner, Esq.**  
Assistant General Counsel,  
Securities and Corporate Finance

Honeywell  
101 Columbia Road  
Building AB-2B  
Morristown, NJ 07962-2245  
973-455-2090  
973-695-4220 Fax  
[alison.zoellner@honeywell.com](mailto:alison.zoellner@honeywell.com)

April 17, 2014

Honeywell International Inc.  
101 Columbia Road  
Morristown, NJ 07962

Ladies and Gentlemen:

As Assistant General Counsel, Securities and Corporate Finance, of Honeywell International Inc., a Delaware corporation (the "Company"), I have examined the restated certificate of incorporation and bylaws of the Company as well as such other documents and proceedings as I have considered necessary for the purposes of this opinion. I have also examined and am familiar with the Company's registration statement on Form S-8 (the "Registration Statement") as filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to 1,000,000 shares of the Company's Common Stock, par value \$1.00 per share (the "Common Shares"), which may be issued pursuant to the Supplemental Non-Qualified Savings Plan for Highly Compensated Employees of Honeywell International Inc. and Its Subsidiaries (the "Plan").

Based upon the foregoing, and having regard to legal considerations which I deem relevant, I am of the opinion that the Common Shares, when issued pursuant to the terms of the Plan, shall be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the General Corporation Law of the State of Delaware).

I hereby consent to the inclusion of this opinion letter as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

By: /s/Alison Zoellner, Esq.

Alison Zoellner, Esq.

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 14, 2014 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Honeywell International Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013.

PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
April 17, 2014

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**POWER OF ATTORNEY**

Each of the undersigned, as a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoints David M. Cote, Katherine L. Adams, David J. Anderson, Adam M. Matteo, Jeffrey N. Neuman and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements on Form S-8 or any other appropriate form during fiscal year 2014 and to file the same together with all exhibits thereto, under the Securities Act of 1933, including any amendment or supplement thereto or to any registration statement heretofore filed by the Company on Form S-8 or any other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered pursuant to the Honeywell Savings and Ownership Plan, the Honeywell Puerto Rico Savings and Ownership Plan, the Honeywell Supplemental Savings Plan, the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2007 Honeywell Global Employee Stock Plan (including any and all sub-plans), or the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, and any plan which is a successor to such plans or is a validly authorized new plan pursuant to which securities of the Company are issued to employees.

I hereby grant to each such attorney-in-fact full power and authority to perform every act necessary to be done in connection with the foregoing as fully as I might do in person, hereby ratifying and confirming all that said attorneys-in-fact, or any of them or their substitutes, may lawfully do or cause to be done.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

/s/ GORDON M. BETHUNE

Gordon M. Bethune, Director

/s/ CLIVE R. HOLLICK

Clive R. Hollick, Director

/s/ KEVIN BURKE

Kevin Burke, Director

/s/ GRACE LIEBLEIN

Grace Lieblein, Director

/s/ JAIME CHICO PARDO

Jaime Chico Pardo, Director

/s/ GEORGE PAZ

George Paz, Director

/s/ D. SCOTT DAVIS

D. Scott Davis, Director

/s/ BRADLEY T. SHEARES

Bradley T. Sheares, Director

/s/ LINNET F. DEILY

Linnet F. Deily, Director

/s/ ROBIN WASHINGTON

Robin Washington, Director

/s/ JUDD GREGG

Judd Gregg, Director

Dated: December 13, 2013

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**POWER OF ATTORNEY**

I, David M. Cote, a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint Katherine L. Adams, David J. Anderson, Adam M. Matteo, Jeffrey N. Neuman and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements on Form S-8 or any other appropriate form during fiscal year 2014, and to file the same together with all exhibits thereto, under the Securities Act of 1933, including any amendment or supplement thereto or to any registration statement heretofore filed by the Company on Form S-8 or any other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered pursuant to the Honeywell Savings and Ownership Plan, the Honeywell Puerto Rico Savings and Ownership Plan, the Honeywell Supplemental Savings Plan, the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2007 Honeywell Global Employee Stock Plan (including any and all sub-plans), or the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, and any plan which is a successor to such plans or is a validly authorized new plan pursuant to which securities of the Company are issued to employees.

I hereby grant to each such attorney-in-fact full power and authority to perform every act necessary to be done in connection with the foregoing as fully as I might do in person, hereby ratifying and confirming all that said attorneys-in-fact, or any of them or their substitutes, may lawfully do or cause to be done.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

/s/ David M. Cote  
\_\_\_\_\_  
David M. Cote

Dated: December 13, 2013

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