SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

| STATEMENT | OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|-----------|------------|---------------|-----------|
| | | | |

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

| 1. Name and Address of Reporting Person* <u>Kramvis Andreas</u> | | | | | • • | ^{mbol} <u>'IONAL INC</u> [| (Check | tionship of Reportin all applicable) Director Officer (give title | 10% C | o Issuer % Owner her (specify | |
|---|-------------------|----------------|--|---|-----------------------------|---|------------------------|--|---|-------------------------------------|--|
| (Last) 101 COLUMBIA | (First) A ROAD | (Middle) | 3. Date 11/16/2 | of Earliest Transac 2012 | tion (Month/D | ay/Year) | X | below) | below) oneywell PMT | | |
| (Street) MORRISTOWN (City) | NJ (State) | 07960 (Zip) | 4. If Am | endment, Date of C | Driginal Filed (| Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Form filed by One Form filed by Mor Person | e Reporting Perso | on | |
| 1. Title of Security (| | | -Derivative S 2. Transaction | ecurities Acqu | uired, Disp | osed of, or Benefic 4. Securities Acquired (A) | | Dwned 5. Amount of | 6. Ownership | 7. Nature of | |
| 1. Title of Security (| Instr. 3) | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | Transaction Code (Instr. | Disposed Of (D) (Instr. 3, 4 | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect | 7. Nat Indire Benef | |

| (monthin Duy) (cur) | (Month/Day/Year) | 8) | | 5, | | | Owned Following Reported | (I) (Instr. 4) | Ownershi (Instr. 4) |
|---------------------|------------------|------|---|--------|---------------|-------|------------------------------------|----------------|------------------------|
| | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (insu. 4) |
| | | | | | | | | | |

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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expiration Date of Securities (Month/Day/Year) Underlying | | 8. Price of Derivative Security (Instr. 5) 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) | 11/16/2012 | | A ⁽²⁾ | | 26.334 | | (2) | (2) | Common Stock | 26.334 | \$59.15 | 4,762.768 | 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 11/16/2012.

| Jacqueline Katzel FOR Andreas | 11/10/2012 |
|-------------------------------|------------|
| Kramvis | 11/19/2012 |

** 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.