

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Honeywell International Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

22-2640650  
(I.R.S. Employer  
Identification Number)

P.O. Box 4000  
Morristown, New Jersey  
(Address of Principal Executive Offices)

07962-2497  
(Zip Code)

Supplemental Non-Qualified Savings Plans for Highly Compensated  
Employees of Honeywell International Inc. and its Subsidiaries for  
Career Bands 5 and below and for Career Band 6 and above  
(Full title of the plan)

PETER M. KREINDLER, ESQ.  
Senior Vice President and General Counsel  
Honeywell International Inc.  
101 Columbia Road  
Morris Township, New Jersey 07962-2497 (Name and  
address of agent for service)  
(973) 455-2000  
(Telephone number, including area code of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee (1)
Common Stock, par value \$1.00 per share	1,050,000 sh.	\$52.625	\$55,256,250	\$14,587.65

(1) Estimated in accordance with Rule 457(h) of the Act, solely for the purpose of calculating the registration fee. \$52.625 represents the average of the high and low sales prices of common stock on the New York Stock Exchange Composite Tape on October 30, 2000.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the Supplemental Non-Qualified Savings Plans for Highly Compensated Employees of Honeywell International Inc. and its Subsidiaries for Career Bands 5 and below and for Career Band 6 and above as specified by Rule 428(b)(1) promulgated by the SEC under the Securities Act of 1933.

Such document(s) are not being filed with the SEC, but constitute (along with the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

## Item 3. Incorporation of Documents by Reference

The SEC allows us to "incorporate by reference" into this prospectus the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information filed with the SEC after the date of this prospectus will update and supersede information on file with the SEC as of the date of this prospectus. We incorporate by reference:

HONEYWELL'S SEC FILINGS (FILE NO. 1-8974)

Annual Report on Form 10-K for the year ended December 31, 1999.

Quarterly Reports on Form 10-Q for the quarters ended March 31 and 30, 2000.

Current Reports on Form 8-K filed on January 21, February 14, February 29, September 8 and October 25, 2000.

Registration Statement on Form 8-B filed on August 16, 1985 describing Honeywell's common stock.

We incorporate by reference additional documents that Honeywell may file with the SEC after the date of this registration statement. These documents include periodic reports, which may include Honeywell's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, as well as proxy statements.

## Item 4. Description of Securities

The securities to be offered are registered under Section 12(b) of the Securities Exchange Act of 1934.

## Item 5. Interests of Named Experts and Counsel

The legality of the common stock offered hereby has been passed upon by J. Edward Smith, Assistant General Counsel, Corporate and Finance, of Honeywell. Mr. Smith beneficially owns shares of Honeywell common stock and has options to purchase shares of Honeywell common stock.

## Item 6. Indemnification of Directors and Officers

Delaware law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, proceedings whether civil, criminal, administrative, or investigative (other than action by or in the right of the corporation - a "derivative action"), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's charter, by-laws, disinterested director vote, shareowner vote, agreement, or otherwise.

Delaware law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareowners for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its shareowners, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) payment of unlawful dividends or unlawful stock purchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit.

Under Article ELEVENTH of Honeywell's Restated Certificate of Incorporation, each person who is or was a director or officer of Honeywell, and each director or officer of Honeywell who serves or served any other enterprise or organization at the request of Honeywell, shall be indemnified by Honeywell to the full extent permitted by Delaware law.

Under Delaware law, to the extent that such a person is successful on the merits or otherwise in defense of a suit or proceeding brought against such person by reason of the fact that such person is or was a director or officer of Honeywell, or serves or served any other enterprise or organization at the request of Honeywell, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action.

If unsuccessful in defense of a third-party civil suit or a criminal suit, or if such a suit is settled, such a person shall be indemnified under such law against both (1) expenses (including attorneys' fees) and (2) judgments, fines and amounts paid in settlement if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Honeywell, and with respect to any criminal action, had no reasonable cause to believe such person's conduct was unlawful.

If unsuccessful in defense of a suit brought by or in the right of Honeywell, or if such suit is settled, such a person shall be indemnified under such law only against expenses (including attorneys' fees) actually and reasonably incurred in the defense or settlement of such suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of Honeywell except that if such person is adjudged to be liable in such suit to Honeywell, such person cannot be made whole even for expenses unless the court determines that such person is fairly and reasonably entitled to indemnity for such expenses.

In addition, Honeywell maintains directors' and officers' reimbursement and liability insurance pursuant to standard form policies. The risks covered by such policies include certain liabilities under the securities laws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling Honeywell pursuant to Honeywell's Restated Certificate of Incorporation, Delaware law, or otherwise, Honeywell has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and it therefore unenforceable.

Item 7. Exemption from Registration Claimed

Not Applicable

Item 8. Exhibits

Exhibit No. -----	Description -----
4.1	Honeywell's Restated Certificate of Incorporation, (incorporated by reference to Exhibit 3(i) to our Form 8-K filed December 3, 1999).
4.2	Honeywell's By-laws, as amended (incorporated by reference to Exhibit 3(ii) to our Form 10-Q for the quarter ended June 30, 2000).
5	Opinion of J. Edward Smith, Esq., with respect to the legality of the securities being registered hereby (filed herewith).
15	Independent Accountants Acknowledgment Letter as to the incorporation of their reports relating to unaudited interim financial information (filed herewith).

- 23.1 Consent of PricewaterhouseCoopers LLP (filed herewith).
- 23.2 Consent of Deloitte & Touche LLP (filed herewith).
- 23.3 The consent of J. Edward Smith, Esq. is contained in his opinion filed as Exhibit 5 to this registration statement.
- 24 Powers of Attorney (filed herewith).

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act, that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Registrant. 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 the Township of Morris, State of New Jersey, on the 3rd day of November,

Honeywell International Inc.

By: /s/ Richard F. Wallman

-----  
 Richard F. Wallman  
 Senior Vice President and  
 Chief Financial Officer

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.

Name -----	Title -----	Date -----
* ----- (Michael R. Bonsignore)	Director, Chairman and Chief Executive Officer	
* ----- (Hans W. Becherer)	Director	
* ----- (Gordon M. Bethune)	Director	
* ----- (Marshall N. Carter)	Director	
* ----- (Jaime Chico Pardo)	Director	
* ----- (Ann M. Fudge)	Director	
* ----- (James J. Howard)	Director	
* ----- (Bruce Karatz)	Director	
* ----- (Robert P. Luciano)	Director	
* ----- (Russell E. Palmer)	Director	
* ----- (Ivan G. Seidenberg)	Director	
* ----- (John R. Stafford)	Director	
* ----- (Michael W. Wright)	Director	
/s/ Richard F. Wallman ----- (Richard F. Wallman)	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 3, 2000
/s/ Phillip M. Palazzari ----- (Phillip M. Palazzari)	Vice President and Controller (Principal Accounting Officer)	November 3, 2000
*By: /s/ Peter M. Kreindler ----- (Peter M. Kreindler, Attorney-in-Fact)		November 3, 2000

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.1	Honeywell's Restated Certificate of Incorporation, (incorporated by reference to Exhibit 3(i) to our Form 8-K filed December 3, 1999).
4.2	Honeywell's By-laws, as amended (incorporated by reference to Exhibit 3(ii) to our Form 10-Q for the quarter ended June 30, 2000).
5	Opinion of J. Edward Smith, Esq., with respect to the legality of the securities being registered hereby (filed herewith).
15	Independent Accountants Acknowledgment Letter as to the incorporation of their reports relating to unaudited interim financial information (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP (filed herewith).
23.2	Consent of Deloitte & Touche LLP (filed herewith).
23.3	The consent of J. Edward Smith, Esq. is contained in his opinion filed as Exhibit 5 to this registration statement.
24	Powers of Attorney (filed herewith).

Honeywell  
Law Department  
P.O. Box 2245  
Morristown, NJ 07962-2245

November 3, 2000

Honeywell International Inc.  
101 Columbia Road  
Morristown, NJ 07962

Ladies and Gentlemen:

As Assistant General Counsel, Corporate and 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 1,050,000 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 Plans for Highly Compensated Employees of Honeywell International Inc. and its Subsidiaries for Career Bands 5 and below and for Career Band 6 and above (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.

I hereby consent to the inclusion of this opinion letter as an exhibit to the Registration Statement and the reference to me under the caption "Interests of Named Experts and Counsel". 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,

/s/ J. Edward Smith  
J. Edward Smith  
Assistant General Counsel  
Corporate and Finance

November 3, 2000

Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, D.C. 20549

Commissioners:

We are aware that our reports dated May 5, 2000 and July 28, 2000 on our reviews of interim financial information of Honeywell International Inc. (the "Company") as of and for the periods ended March 31, 2000 and June 30, 2000 and included in the Company's quarterly reports on Forms 10-Q for the quarters then ended are incorporated by reference in its Registration Statement dated November 3, 2000.

Very truly yours,

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP



Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 27, 2000, except as to the subsequent event described in Note 25 which is as of February 4, 2000, relating to the financial statements, which appears in the 1999 Annual Report to Shareowners of Honeywell International Inc. (the "Company"), which is incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
November 3, 2000

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Honeywell International Inc. on Form S-8 of our report dated February 10, 1999, appearing in the Annual Report on Form 10-K of Honeywell International Inc. for the year ended December 31, 1999.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey  
November 3, 2000

POWER OF ATTORNEY

I, Michael R. Bonsignore, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Michael R. Bonsignore  
-----  
Michael R. Bonsignore

Dated: December 3, 1999

POWER OF ATTORNEY

I, Hans W. Becherer, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the

savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Hans W. Becherer

-----  
Hans W. Becherer

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, Gordon M. Bethune, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share

Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Gordon M. Bethune

-----  
Gordon M. Bethune

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, Marshall N. Carter, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Marshall N. Carter

-----  
Marshall N. Carter

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, Jamie Chico Pardo, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore,

Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Jaime Chico Pardo

-----  
Jaime Chico Pardo

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, Ann M. Fudge, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and

Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Ann M. Fudge

-----  
Ann M. Fudge

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, James J. Howard, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ James J. Howard

Dated: December 3, 1999

POWER OF ATTORNEY

I, Bruce Karatz, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Bruce Karatz

-----  
Bruce Karatz

Dated: December 3, 1999

POWER OF ATTORNEY

I, Robert P. Luciano, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:



(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Robert P. Luciano

-----  
Robert P. Luciano

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, Russell E. Palmer, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Russell E. Palmer

-----  
Russell E. Palmer

Dated: December 3, 1999

#### POWER OF ATTORNEY

I, Ivan G. Seidenberg, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Ivan G. Seidenberg

-----  
Ivan G. Seidenberg

Dated: December 3, 1999

POWER OF ATTORNEY

I, John R. Stafford, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ John R. Stafford

-----  
John R. Stafford

Dated: December 3, 1999

POWER OF ATTORNEY

I, Michael W. Wright, a director of Honeywell International Inc., a Delaware corporation (the "Company"), hereby appoint Lawrence A. Bossidy, Michael R. Bonsignore, Peter M. Kreindler, Richard F. Wallman, Kathleen M. Gibson, Richard J. Diemer, Jr. and James V. Gelly, 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 under the Securities Act of 1933, or any amendment or post-effective amendment to any registration statement heretofore or hereafter filed by the Company:

(a) on Form S-8 or other appropriate form for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the

savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the AlliedSignal Savings Plan, the AlliedSignal Thrift Plan, the AlliedSignal Truck and Brake Systems Company Savings Plan, the AlliedSignal Ltd. UK Share Purchase Plan, the AlliedSignal Ireland Employees Share Ownership Program, the Employee Stock Purchase Plan of the Company, the Stock Plan for Non-Employee Directors of the Company, the 1993 Stock Plan for Employees of the Company and its Affiliates, the 1985 Stock Plan for Employees of the Company and its Subsidiaries, the 1997 Honeywell Stock and Incentive Plan, the 1993 Honeywell Stock and Incentive Plan, the 1988 Honeywell Stock and Incentive Plan, the Honeywell Employee Stock and Incentive Plan, the Honeywell Savings and Stock Ownership Plan, the Honeywell Investment Plus Plan, the Honeywell Retirement Savings Plan and the Honeywell Retirement Investment Plan, and any plan which is a successor to such plans or is a validly authorized plan pursuant to which securities of the Corporation are issued to employees, and

(b) on Form S-3 or other appropriate form for the registration of shares of the Company's Common Stock to be offered under the Dividend Reinvestment and Share Purchase Plan of the Company and any plan which is a successor to such plan.

I hereby grant to each such attorney full power and authority to perform every act necessary to be done as fully as I might do in person.

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

/s/ Michael W. Wright

-----  
Michael W. Wright

Dated: December 3, 1999