

---

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT -- DECEMBER 1, 1999  
(DATE OF EARLIEST EVENT REPORTED)

-----  
HONEYWELL INTERNATIONAL INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

1-8974  
(COMMISSION FILE NUMBER)

22-2640650  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (973) 455-2000

---

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

Included in the Current Report on Form 8-K of Honeywell International Inc. filed on December 3, 1999.

(b) Pro Forma Financial Information.

UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

On December 1, 1999 after the close of trading on the New York Stock Exchange, AlliedSignal Inc. and Honeywell Inc. consummated a merger pursuant to an Agreement and Plan of Merger dated as of June 4, 1999. Under the merger agreement, a wholly owned subsidiary of AlliedSignal merged with and into Honeywell. As a result of the merger, Honeywell has become a wholly owned subsidiary of AlliedSignal. AlliedSignal changed its name to Honeywell International Inc. at the effective time of the merger pursuant to the merger agreement.

Under the merger agreement, each issued and outstanding share of Honeywell common stock was converted into the right to receive 1.875 shares of Honeywell International common stock, with fractional shares paid in cash. Former Honeywell shareowners were entitled to receive approximately 241 million shares of Honeywell International common stock in exchange for their shares of Honeywell common stock they held at the effective time of the merger. In addition, outstanding former Honeywell employee stock options were converted at the same exchange factor into options to purchase approximately 10 million shares of Honeywell International common stock.

The following unaudited pro forma combined condensed financial statements combine the historical consolidated balance sheets and statements of income of AlliedSignal and Honeywell giving effect to the merger using the pooling of interests method of accounting for a business combination. Under this method of accounting, AlliedSignal and Honeywell are treated as if they had always been combined for accounting and financial reporting purposes.

We derived this information from the audited consolidated financial statements of AlliedSignal for the years ended December 31, 1998, 1997 and 1996 and the unaudited consolidated financial statements of AlliedSignal for the nine months ended September 30, 1999 and 1998, and from the audited consolidated financial statements of Honeywell for the years ended December 31, 1998, 1997 and 1996 and the unaudited consolidated financial statements of Honeywell for the nine months ended October 3, 1999 and October 4, 1998. The information is only a summary and you should read it in conjunction with our historical financial statements and related notes contained in the annual reports, quarterly reports and other information that we have filed with the SEC.

The unaudited pro forma combined condensed statements of income for the years ended December 31, 1998, 1997 and 1996 and the first nine months of 1999 and 1998 assume the merger was effected on January 1, 1996. The unaudited pro forma combined condensed balance sheet gives effect to the merger as if it had occurred at the end of the combined company's third quarter of 1999. The accounting policies of Honeywell and AlliedSignal are substantially comparable. Consequently, we did not make adjustments to the unaudited pro forma combined condensed financial statements to conform the accounting policies of the two companies.

The unaudited pro forma combined condensed financial information is for illustrative purposes only. The companies may have performed differently had they always been combined. You should not rely on the pro forma combined condensed financial information as being indicative of the historical results that would have been achieved had the companies always been combined or the future results that Honeywell International will experience after the merger.

UNAUDITED PRO FORMA COMBINED CONDENSED BALANCE SHEET

	HISTORICAL		PRO FORMA ADJUSTMENTS (1)	PRO FORMA COMBINED
	ALLIEDSIGNAL SEPTEMBER 30, 1999	HONEYWELL OCTOBER 3, 1999		
		(IN MILLIONS)		
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents.....	\$ 981	\$ 144	\$	\$ 1,125
Accounts and notes receivable.....	1,984	1,860		3,844
Inventories.....	2,326	1,155		3,481
Other current assets.....	576	292		868
	-----	-----	-----	-----
Total current assets.....	5,867	3,451		9,318
Investments and long-term receivables.....	436	323		759
Property, plant and equipment.....	9,317	3,488		12,805
Accumulated depreciation and amortization.....	(4,965)	(2,155)		(7,120)
Goodwill -- net.....	3,094	1,028		4,122
Other assets.....	1,204	1,124		2,328
	-----	-----	-----	-----
Total assets.....	\$14,953	\$7,259	\$--	\$22,212
	-----	-----	-----	-----
	-----	-----	-----	-----
<b>LIABILITIES</b>				
Current liabilities:				
Accounts payable.....	\$ 1,273	\$ 640	\$	\$ 1,913
Short-term borrowings.....	58	26		84
Commercial paper.....	1,513	--		1,513
Current maturities of long-term debt.....	195	109		304
Accrued liabilities.....	1,745	1,458	135 (5)	3,338
	-----	-----	-----	-----
Total current liabilities.....	4,784	2,233	135	7,152
Long-term debt.....	1,287	1,193		2,480
Deferred income taxes.....	802	56		858
Postretirement benefit obligations other than pensions.....	1,664	319		1,983
Other liabilities.....	993	294		1,287
<b>SHAREOWNERS' EQUITY</b>				
Capital -- common stock issued....	716	281	(41) (6)	956
-- additional paid-in capital.....	3,323	816	(1,986) (6)	2,153
Common stock held in treasury, at cost.....	(4,265)	(2,027)	2,027 (6)	(4,265)
Accumulated other nonowner changes.....	(270)	(43)		(313)
Retained earnings.....	5,919	4,137	(135) (5)	9,921
	-----	-----	-----	-----
Total shareowners' equity.....	5,423	3,164	(135)	8,452
	-----	-----	-----	-----
Total liabilities and shareowners' equity.....	\$14,953	\$7,259	\$--	\$22,212
	-----	-----	-----	-----
	-----	-----	-----	-----

See Accompanying Notes to Unaudited Pro Forma Combined Condensed Financial Statements

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME  
FOR THE FIRST NINE MONTHS OF 1999

HISTORICAL				
	ALLIEDSIGNAL	HONEYWELL	PRO FORMA	PRO
	NINE MONTHS ENDED	NINE MONTHS ENDED	ADJUSTMENTS (1)	FORMA
	SEPTEMBER 30,	OCTOBER 3,		COMBINED
	1999	1999		
	-----	-----	-----	-----
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)				
Net sales.....	\$11,252	\$6,324	\$	\$17,576
	-----	-----		-----
Costs, expenses and other:				
Cost of goods sold.....	8,730	4,661		13,391
Selling, general and				
administrative expenses...	1,171	972		2,143
Gain on sale of				
non-strategic				
businesses.....	(106)	--		(106)
Equity in income of				
affiliated companies.....	(12)	(2)		(14)
Other (income) expense.....	(287)	(8)		(295)
Interest and other financial				
charges.....	107	85		192
	-----	-----	-----	-----
	9,603	5,708		15,311
	-----	-----	-----	-----
Income before taxes on income...	1,649	616		2,265
Taxes on income.....	528	203		731
	-----	-----	-----	-----
Net income.....	\$ 1,121	\$ 413	\$--	\$ 1,534
	-----	-----	-----	-----
Earnings per share of common				
stock -- basic.....	\$ 2.03	\$ 3.25		\$ 1.94 (3)
Earnings per share of common				
stock -- assuming dilution....	1.98	3.20		1.90 (3)
Weighted average number of				
shares outstanding -- basic...	553	127		791 (3)
Weighted average number of				
shares outstanding -- assuming				
dilution.....	566	129		808 (3)
Cash dividends per share of				
common stock.....	0.51	0.87		0.51 (3)

See Accompanying Notes to Unaudited Pro Forma Combined Condensed Financial  
Statements

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME  
FOR THE FIRST NINE MONTHS OF 1998

HISTORICAL				
	ALLIEDSIGNAL NINE MONTHS ENDED SEPTEMBER 30, 1998	HONEYWELL NINE MONTHS ENDED OCTOBER 4, 1998	PRO FORMA ADJUSTMENTS (1)	PRO FORMA COMBINED
(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)				
Net sales.....	\$11,256	\$6,078	\$	\$17,334
Cost, expenses and other:				
Cost of goods sold.....	8,596	4,474		13,070
Selling, general and administrative expenses...	1,200	985		2,185
Equity in income of affiliated companies.....	(82)	(5)		(87)
Other (income) expense.....	9	(8)		1
Interest and other financial charges.....	104	83		187
	9,827	5,529		15,356
Income before taxes on income...	1,429	549		1,978
Taxes on income.....	450	181		631
Net income.....	\$ 979	\$ 368	\$--	\$ 1,347
Earnings per share of common stock -- basic.....	\$ 1.74	\$ 2.91		\$ 1.69 (3)
Earnings per share of common stock -- assuming dilution....	1.70	2.87		1.65 (3)
Weighted average number of shares outstanding -- basic...	562	126		798 (3)
Weighted average number of shares outstanding -- assuming dilution.....	576	128		816 (3)
Cash dividends per share of common stock.....	0.45	0.84		0.45 (3)

See Accompanying Notes to Unaudited Pro Forma Combined Condensed Financial  
Statements

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 1998

	HISTORICAL		PRO FORMA ADJUSTMENTS (1)	PRO FORMA COMBINED
	ALLIEDSIGNAL	HONEYWELL		
	(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)			
Net sales.....	\$15,128	\$8,427	\$	\$23,555
Costs, expenses and other:				
Cost of goods sold.....	11,476	6,213		17,689
Selling, general and administrative expenses.....	1,690	1,318		3,008
Equity in income of affiliated companies.....	(150)	(12)		(162)
Other (income) expense.....	7	(34)		(27)
Interest and other financial charges.....	162	113		275
	13,185	7,598		20,783
Income before taxes on income.....	1,943	829		2,772
Taxes on income.....	612	257		869
Net income.....	\$ 1,331	\$ 572	\$--	\$ 1,903
Earnings per share of common stock -- basic...	\$ 2.37	\$ 4.54		\$ 2.38 (3)
Earnings per share of common stock -- assuming dilution.....	2.32	4.48		2.34 (3)
Weighted average number of shares outstanding -- basic.....	562	126		798 (3)
Weighted average number of shares outstanding -- assuming dilution.....	574	128		814 (3)
Cash dividends per share of common stock.....	0.60	1.13		0.60 (3)

See Accompanying Notes to Unaudited Pro Forma Combined Condensed Financial  
Statements

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 1997

	HISTORICAL		PRO FORMA ADJUSTMENTS (1)	PRO FORMA COMBINED
	ALLIEDSIGNAL	HONEYWELL		
	(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)			
Net sales.....	\$14,472	\$8,027	\$	\$22,499
Costs, expenses and other:				
Cost of goods sold.....	11,481	5,963		17,444
Selling, general and administrative expenses.....	1,581	1,359		2,940
Gain on sale of non-strategic businesses.....	(226)	(77)		(303)
Equity in income of affiliated companies.....	(178)	(13)		(191)
Other (income) expense.....	(77)	(10)		(87)
Interest and other financial charges.....	175	102		277
	-----	-----	-----	-----
	12,756	7,324		20,080
	-----	-----	-----	-----
Income before taxes on income.....	1,716	703		2,419
Taxes on income.....	546	232		778
	-----	-----	-----	-----
Net income.....	\$ 1,170	\$ 471	\$--	\$ 1,641
	-----	-----	-----	-----
Earnings per share of common stock -- basic...	\$ 2.07	\$ 3.71		\$ 2.04 (3)
Earnings per share of common stock -- assuming dilution.....	2.02	3.65		2.00 (3)
Weighted average number of shares outstanding -- basic.....	565	127		803 (3)
Weighted average number of shares outstanding -- assuming dilution.....	580	129		822 (3)
Cash dividends per share of common stock.....	0.52	1.09		0.52 (3)

See Accompanying Notes to Unaudited Pro Forma Combined Condensed Financial  
Statements

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 1996

	HISTORICAL		PRO FORMA ADJUSTMENTS (1)	PRO FORMA COMBINED
	ALLIEDSIGNAL	HONEYWELL		
	(IN MILLIONS, EXCEPT PER SHARE AMOUNTS)			
Net sales.....	\$13,971	\$7,312	\$	\$21,283
Costs, expenses and other:				
Cost of goods sold.....	11,606	5,329		16,935
Selling, general and administrative expenses.....	1,511	1,313		2,824
Gain on sale of non-strategic businesses.....	(655)	--		(655)
Equity in income of affiliated companies.....	(143)	(13)		(156)
Other (income) expense.....	(87)	(8)		(95)
Interest and other financial charges.....	186	81		267
	-----	-----	-----	-----
	12,418	6,702		19,120
	-----	-----	-----	-----
Income before taxes on income.....	1,553	610		2,163
Taxes on income.....	533	207		740
	-----	-----	-----	-----
Net income.....	\$ 1,020	\$ 403	\$--	\$ 1,423
	-----	-----	-----	-----
Earnings per share of common stock -- basic...	\$ 1.80	\$ 3.18		\$ 1.77 (3)
Earnings per share of common stock -- assuming dilution.....	1.76	3.11		1.73 (3)
Weighted average number of shares outstanding -- basic.....	566	127		804 (3)
Weighted average number of shares outstanding -- assuming dilution.....	580	130		824 (3)
Cash dividends per share of common stock.....	0.45	1.06		0.45 (3)

See Accompanying Notes to Unaudited Pro Forma Combined Condensed Financial  
Statements



NOTES TO UNAUDITED PRO FORMA COMBINED  
CONDENSED FINANCIAL STATEMENTS

Note 1. Basis of Presentation

The unaudited pro forma combined condensed statements of income are based on the audited consolidated statements of income of AlliedSignal for the years ended December 31, 1998, 1997 and 1996 and the unaudited consolidated statements of income of AlliedSignal for the nine months ended September 30, 1999 and 1998, and the audited consolidated income statements of Honeywell for the years ended December 31, 1998, 1997 and 1996, and the unaudited consolidated income statements of Honeywell for the nine months ended October 3, 1999 and October 4, 1998. No pro forma adjustments were necessary in preparing the unaudited pro forma combined condensed statements of income. The unaudited pro forma combined condensed balance sheet is based on the unaudited consolidated balance sheet of AlliedSignal as of September 30, 1999 and on the unaudited consolidated statement of financial position of Honeywell as of October 3, 1999.

AlliedSignal's and Honeywell's respective consolidated financial statements were prepared in conformity with generally accepted accounting principles and required management of AlliedSignal and Honeywell, as applicable, to make estimates and assumptions that affected the reported amounts in the financial statements and related disclosures in the accompanying notes. In our opinion, the unaudited pro forma combined condensed financial statements include all adjustments necessary to present fairly the results of the periods presented. Actual results could differ materially from these estimates.

Note 2. Accounting Principles and Financial Statement Classifications

The accounting policies of AlliedSignal and Honeywell were substantially comparable. Consequently, we did not make adjustments to the unaudited pro forma combined condensed financial statements to conform the accounting policies of the combining companies.

We have reclassified certain items in the historical financial statements of AlliedSignal and Honeywell to conform to the presentation expected to be used by Honeywell International.

Note 3. Pro Forma Earnings Per Share and Dividends Per Share

The 'pro forma combined earnings per share of common stock -- basic' is based on net income and the weighted average number of outstanding common shares. 'Earnings per share of common stock -- assuming dilution' is based on net income and the weighted average number of outstanding common shares and the dilutive effect of stock options and restricted stock units. The weighted average number of outstanding common shares has been adjusted to reflect the exchange ratio of 1.875 shares of Honeywell International common stock for each share of Honeywell common stock.

The pro forma combined dividends per share reflect the dividends paid by AlliedSignal.

Note 4. Intercompany Transactions

There were no significant transactions between AlliedSignal and Honeywell during any of the periods presented.

Note 5. Merger-Related and Integration-Related Expenses

We estimate that merger-related transaction and period expenses, consisting of investment banking and legal fees, former Honeywell deferred compensation vested upon change of control and other direct merger-related expenses incurred in the fourth quarter of 1999 are approximately \$135 million. We have reflected these fees and expenses as an increase to accrued liabilities and a reduction in retained earnings in the unaudited pro forma combined condensed balance sheet

as of the end of the third quarter of 1999. We have not reflected this charge in the unaudited pro forma combined condensed statements of income or in the pro forma combined per share data.

Upon completion of the merger between AlliedSignal and Honeywell on December 1, 1999, we recognized a pretax charge of \$642 million for the cost of actions designed to improve our combined competitiveness and productivity and improve future profitability. The merger-related actions included the elimination of redundant corporate offices and functional administrative overhead; elimination of redundant and excess facilities and workforce in our combined aerospace businesses; adoption of six sigma productivity initiatives at the former Honeywell businesses; and the transition to a global shared services model. The components of the charge included severance costs of \$342 million, asset impairments of \$108 million, other exit costs of \$57 million, as well as the merger-related transaction and period expenses of \$135 million described in the preceeding paragraph. Except for the \$135 million of merger-related transaction and period expenses, the unaudited pro forma combined condensed financial statements reflect neither the impact of these charges nor the benefits from the expected cost savings or revenue enhancements.

#### Note 6. Other Pro Forma Adjustments

We have made pro forma adjustments to the unaudited pro forma combined condensed balance sheet to reflect the cancellation of Honeywell common stock accounted for as treasury stock and the assumed issuance of approximately 240 million shares of Honeywell International common stock in exchange for all of the shares of Honeywell common stock outstanding as of the balance sheet date.

##### (c) Exhibits.

Included in the Current Report on Form 8-K of Honeywell International Inc. filed on December 3, 1999.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HONEYWELL INTERNATIONAL INC.

By: /s/ RICHARD J. DIEMER, JR.

.....

RICHARD J. DIEMER, JR.  
VICE PRESIDENT AND CONTROLLER

Date: February 14, 2000