FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549


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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

						( ) -			1 7							
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol HONEYWELL INTERNATIONAL INC							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
CLast) (First) (Middle) C/O HONEYWELL INTERNATIONAL, INC. 1600 UTICA AVENUE SOUTH, SUITE 300					HON ]						2	Officer below)	er (give title Oth		% Owner ner (specify ow)	
					3. Date of Earliest Transaction (Month/Day/Year) 08/01/2003							President and Chief Executive				
(Street) ST. LOUIS PARK MN 55416			5416	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Stat	re) (Z	iip)													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3)  2. Transa Date (Month/D				Executio Day/Year) if any		A. Deemed kecution Date, any lonth/Day/Year)	3. Transaction Code (Instr. 8)  4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4)			d (A) or . 3, 4 and 5	Beneficia Owned Fe	Form lly (D) (D) (I) (I	n: Direct I or Indirect I nstr. 4) (	7. Nature of Indirect Beneficial Ownership		
								Code V	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	on(s)		Instr. 4)	
		Ta	able II - Deriv (e.g.,					iired, Disp options, o				Owned				
1. Title of Derivative Security (Instr. 3)	Conversion Date Execution or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities 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 and Interest	\$1	08/01/2003		A <sup>(1)</sup>		42.293		01/01/2005	08/08/1988	Common Stock	42.293	\$28.01	3,024.17	D		

## Explanation of Responses:

1. Reflects phantom shares of Common Stock represented by Company Contributions to my account under the Executive Supplemental Savings Plan on 8/1/03.

Gail E. Lehman for J. Kevin Gilligan

08/05/2003

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.