SEC Form 4

FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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1. Name and Addres <u>ANDERSON</u>	1 0	n*	<u>H(</u>	Issuer Name and Ticker ONEYWELL IN ON]			<u>NC</u> [ationship of Reportin c all applicable) Director Officer (give title below)	10% C	Owner (specify	
(Last) 101 COLUMBIA	(First) ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/23/2008					Sr. VP & CFO			
(Street)			4. If	If Amendment, Date of C	Driginal Filed	(Month/Day/Yea	ar)	6. Indiv Line)	vidual or Joint/Group	Filing (Check A	oplicable	
MORRISTOWN	NJ	07960						X	Form filed by One	e Reporting Pers	on	
(City)	(State)	(Zip)							Form filed by Moi Person	re than One Repo	orting	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
		2. Transaction Date (Month/Day/Ye	Execution Date,				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

 Code
 V
 Amount
 (A) or (D)
 Price
 Transaction(s) (Instr. 3 and 4)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3A. Deemed Execution Date, 11. Nature of Indirect 3. Transaction 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. Ownership 2. Conversion 4. Transaction Code (Instr. 8) of Securities Underlying Derivative Security Date of Expiration Date Derivative derivative or Exercise Price of Derivative Security (Instr. 3) if any (Month/Day/Year) Form: Direct (D) (Month/Day/Year) Derivative (Month/Day/Year) Security Securities Beneficial Securities (Instr. 5) Beneficially Ownership Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Owned Following (Instr. 3 and 4) or Indirect (Instr. 4) Security (I) (Instr. 4) Reported Tra nsaction(s) (Instr. 4) Amount or Number Expiration Date Date of Shares (D) Exercisable (A) Title Code Supplemental A⁽²⁾ Common (1)(2) 17.542 Savings Plan 05/23/2008 17.542 \$58.76 2.200.334 D Stock Interests

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 05/23/2008.

Jacqueline Whorms FOR David	05/07/0000
J. Anderson	05/2//2008

** 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.