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

10% Owner

Other (specify below)

5. Relationship of Reporting Person(s) to Issuer

Sr. VP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

х

Director

below)

Person

Officer (give title

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 OWNERSH 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. Name and Address of Reporting Person [*] <u>ANDERSON DAVID J</u>		2. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC</u> [HON]	5. Relation (Check all D X C							
(Last) (First) (M	viddle)	3 Date of Farliest Transaction (Month/Dav/Year)	1 "							

(Zip)

(Street) MORRISTOWN NJ 07960

101 COLUMBIA ROAD

	110
(City)	(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. If Amendment, Date of Original Filed (Month/Day/Year)

3. Date of Earliest Transaction (Month/Day/Year)

03/23/2012

		_	5				-	3		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(1150. 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)				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 Plan Interests	(1)	03/23/2012		A ⁽²⁾		20.777		(2)	(2)	Common Stock	20.777	\$60.16	5,430.619	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 03/23/2012.

Jacqueline Ka	tzel FOR David J. 03/27/2012
Anderson	03/2//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.