

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549
AMENDMENT NO. 1
ON
FORM 10-K/A
TO FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1999
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-8974

HONEYWELL INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

DELAWARE

22-2640650

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

101 Columbia Road
P.O. Box 4000
Morristown, New Jersey

07962-2497

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code (973)455-2000
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
----- Common Stock, par value \$1 per share*	----- New York Stock Exchange Chicago Stock Exchange Pacific Exchange
Money Multiplier Notes due 2000	New York Stock Exchange
9 7/8% Debentures due June 1, 2002	New York Stock Exchange
9.20% Debentures due February 15, 2003	New York Stock Exchange
Zero Coupon Serial Bonds due 2000-2009	New York Stock Exchange
9 1/2% Debentures due June 1, 2016	New York Stock Exchange

* The common stock is also listed for trading on the London stock exchange.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

The aggregate market value of the voting stock held by nonaffiliates of the Registrant was approximately \$45.9 billion at December 31, 1999.

There were 795,133,694 shares of Common Stock outstanding at December 31, 1999.

Documents Incorporated by Reference

Part III: Proxy Statement for Annual Meeting of Shareowners to be held May 1, 2000, except for Summary Compensation Table which is contained herein.

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ITEM 11. EXECUTIVE COMPENSATION

Information relating to executive compensation is contained in the Registrant's Proxy Statement for its Annual Meeting of Shareowners held on May 1, 2000, except for the revised Summary Compensation Table contained herein.

SUMMARY COMPENSATION TABLE

The following table shows compensation for:

two individuals who served as the Company's chief executive officer in 1999;

the four most highly compensated executive officers (other than the CEOs) who were employed by the Company on December 31, 1999; and

one former executive officer who would have been one of the four most highly compensated executive officers had he been employed by the Company on December 31, 1999.

Name and Principal Position	Year	Annual Compensation		Awards Restricted Stock Units (\$) (1)	Long-Term Compensation		All Other Compensation (2)
		Salary (\$)	Bonus (\$)		Options (Shares)	LTIP Payouts (\$)	
Lawrence A. Bossidy(3) Chairman of the Board	1999	\$2,000,000	\$5,000,000	--	--	--	\$1,383,697
	1998	2,000,000	4,000,000	--	--	--	451,119
	1997	2,000,000	3,150,000	--	1,500,000	--	576,969
Michael R. Bonsignore(4) Chief Executive Officer	1999	1,087,817	2,000,000	\$22,781,250	1,781,249	2,565,000	1,039,122
Giannantonio Ferrari(5) Chief Operating Officer and Executive Vice President	1999	536,896	775,000	2,039,375	612,251	1,282,500	272,915
Robert D. Johnson Chief Operating Officer and Executive Vice President	1999	370,833	625,000	1,882,500	400,000	--	36,469
	1998	267,917	300,000	--	190,000	--	31,505
	1997	232,285	150,000	--	40,000	--	9,294
Peter M. Kreindler Sr. Vice President and General Counsel	1999	462,500	640,000	1,098,125	333,000	--	386,986
	1998	445,000	550,000	--	--	--	105,705
	1997	410,000	480,000	--	--	--	54,301
Richard F. Wallman Sr. Vice President and Chief Financial Officer	1999	455,833	590,000	1,098,125	333,000	--	352,478
	1998	410,000	500,000	--	--	--	79,136
	1997	377,917	420,000	--	--	--	44,129
Frederic M. Poses Former President and Chief Operating Officer	1999	700,000	1,150,000	--	125,000	--	341,086
	1998	600,000	1,000,000	--	100,000	--	206,948
	1997	510,000	735,000	--	--	--	126,282

(1) Restricted unit awards, valued on the date of the award, entitle the holder to receive one share of Common Stock for each unit when the unit vests. The Committee has the discretion to pay all or part of such awards in cash. The total number of units held and their value as of December 31, 1999 were as follows: Mr. Bossidy, 595,796 (\$34,370,280); Mr. Bonsignore, 375,000 units (\$21,633,000); Mr. Ferrari, 32,500 units (\$1,874,860); Mr. Johnson, 45,000 units (\$2,595,960); Mr. Kreindler, 57,500 units (\$3,317,060); Mr. Wallman, 67,500 units (\$3,893,940); and Mr. Poses, 60,000 units (\$3,461,280). Common stock dividend equivalents are payable on each unit. Restricted units will vest in increments of one-third each on April 1, 2001, 2002 and 2003 only if the Company achieves specified operating margin targets. In addition, Mr. Bonsignore and Mr. Ferrari each owned 20,000 shares of restricted stock of Honeywell Inc. that were converted to 37,500 shares (\$2,163,300) of Honeywell International Inc. stock at the time of the merger. These shares vested at the change of control but were subject to sale restrictions due to pooling-of-interest accounting rules until January 2000.

(2) Amounts shown for 1999 consists of matching contributions made by the Company under the Savings Plan and Supplemental Savings Plan or by Honeywell Inc. under its savings plans: for Mr. Bossidy, \$160,008; Mr. Bonsignore, \$4,800; Mr. Johnson, \$7,269; Mr. Kreindler, \$37,002; Mr. Wallman, \$19,784; and Mr. Poses, \$56,004; the value of life insurance premiums: for Mr. Bossidy, \$17,918; Mr. Bonsignore, \$34,322; Mr. Johnson, \$29,200; Mr. Kreindler, \$11,500; and Mr. Poses, \$42,000; above-market interest earned on deferred compensation: for Mr. Bossidy, \$205,771; Mr. Kreindler, \$88,484; Mr. Wallman, \$107,694; and Mr. Poses, \$243,082; awards for contributions to the merger of Honeywell and AlliedSignal: for Mr. Bossidy, \$1,000,000;

Mr. Bonsignore, \$1,000,000; Mr. Ferrari, \$175,000; Mr. Kreindler, \$250,000; and Mr. Wallman, \$225,000; \$97,915 for relocation allowances in connection with foreign assignments for Mr. Ferrari.

- (3) Mr. Bossidy also served as Chief Executive Officer until December 1, 1999.
- (4) Mr. Bonsignore became an executive officer on December 1, 1999.
- (5) Mr. Ferrari became an executive officer on December 1, 1999.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

HONEYWELL INTERNATIONAL INC.

June 29, 2000

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

Richard J. Diemer, Jr.
Vice President and Controller