SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

oursuant 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 <u>ANDERSON</u>	s of Reporting Person [®] DAVID J	*	HC	ssuer Name and Ticker <u> ONEYWELL IN</u> DN]				I <u>NC</u> [ationship of Reportin all applicable) Director Officer (give title below)	10% 0	Owner (specify		
(Last) 101 COLUMBIA	(First) ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 08/29/2008						Sr. VP & CFO				
(Street) MORRISTOWN (City)	NJ (State)	07960 (Zip)	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)						ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date		2. Transaction Date (Month/Day/Yea	Execution Date,		ction Instr.	4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					v	Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(1130.4)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														

(cig., puts, cans, 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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	08/29/2008		A ⁽²⁾		20.545		(2)	(2)	Common Stock	20.545	\$50.17	2,353.011	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 08/29/2008.

Jacqueline Whorms FOR David	00/00/0000
J. Anderson	09/02/2008

** 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.