

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT – February 28, 2020

(Date of earliest event reported)

HONEYWELL INTERNATIONAL INC.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation)

1-8974
(Commission File Number)

22-2640650
(I.R.S. Employer Identification
Number)

300 SOUTH TRYON STREET, CHARLOTTE, NC
(Address of principal executive offices)

28202
(Zip Code)

Registrant's telephone number, including area code: (704) 627-6200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$1 per share* | HON | The New York Stock Exchange |
| 1.300% Senior Notes due 2023 | HON 23A | The New York Stock Exchange |
| 2.250% Senior Notes due 2028 | HON 28A | The New York Stock Exchange |

* The common stock is also listed on the London Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 28, 2020, Retired U.S. Army General Raymond T. Odierno, 65, was appointed to the Board of Directors of Honeywell International Inc. (the "Company") as an independent Director, with immediate effect. General Odierno will stand for re-election at Honeywell's 2020 Annual Meeting of Shareowners on April 27, 2020 and is expected to become a member of the Corporate Governance and Responsibility Committee upon and subject to such re-election. He will receive compensation as a non-employee director in accordance with the Company's previously-disclosed, non-employee director compensation practices.

A copy of the press release issued by the Company regarding the election of General Odierno to its Board of Directors is attached as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 Exhibits

(d) Exhibits.

99.1 [Press Release dated February 28, 2020 entitled "Honeywell Names Former U.S. Army Chief of Staff Raymond Odierno to Board of Directors"](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the iXBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 28, 2020

HONEYWELL INTERNATIONAL INC.

By: /s/ Victor J. Miller

Victor J. Miller

Vice President, Deputy General Counsel, Corporate Secretary
and Chief Compliance Officer



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HONEYWELL NAMES FORMER U.S. ARMY CHIEF OF STAFF RAYMOND ODIERNO TO BOARD OF DIRECTORS

CHARLOTTE, N.C., February 28, 2020 -- Honeywell (**NYSE: HON**) announced today that its Board of Directors has elected retired four-star United States Army Gen. Raymond ("Ray") T. Odierno, 65, to its Board of Directors as an independent Director.

In nearly four decades of exemplary military service, Gen. Odierno commanded units at every level of the Army. On Sept. 7, 2011, Gen. Odierno was sworn in as the 38th U.S. Army Chief of Staff, capping a military career that includes service in both the Persian Gulf and Iraq wars. Gen. Odierno is only the second Army officer since the Vietnam War to command at the Division, Corps and Army level during the same conflict.

As the Assistant to the Chairman of the Joint Chiefs of Staff, Gen. Odierno was the primary military advisor to U.S. Secretaries of State Colin Powell and Condoleezza Rice. He has been awarded four Defense Distinguished Service Medals, two Army Distinguished Service Medals, the Defense Superior Service Medal and six Legions of Merit.

"Gen. Odierno brings unparalleled leadership to the Honeywell Board of Directors, and his deep international, geopolitical, communications, technology and cybersecurity experience will help us continue to innovate to address the needs of our global customers," said Darius Adamczyk, chairman and CEO of Honeywell. "Gen. Odierno's outstanding leadership, global vision, and ability to assess constantly changing circumstances, and develop and communicate clear strategies, will be invaluable to Honeywell in our ongoing transformation."

A native of Rockaway, N.J., Gen. Odierno graduated from the U.S. Military Academy at West Point with a Bachelor of Science degree. He obtained a Master of Science in nuclear effects engineering from North Carolina State University and a Master of Arts degree in national security and strategy from the Naval War College. He holds honorary doctorates from North Carolina State University, the Institute of World Politics and Norwich University.

Honeywell (www.honeywell.com) is a Fortune 100 technology company that delivers industry specific solutions that include aerospace products and services; control technologies for buildings and industry; and performance materials globally. Our technologies help everything from aircraft, buildings, manufacturing plants, supply chains, and workers become more connected to make our world smarter, safer, and more sustainable. For more news and information on Honeywell, please visit www.honeywell.com/newsroom.