
**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

HONEYWELL INTERNATIONAL INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

22-2640650
(I.R.S. Employer Identification No.)

**101 Columbia Road
P.O. Box 4000
Morristown, New Jersey 07962-2497
(973) 455-2000**

(Address of Principal Executive Offices) (Zip Code)

**2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates
(Full Title of the Plan)**

Thomas F. Larkins, Esq.
Vice President, Corporate Secretary and Deputy General Counsel
**101 Columbia Road
P.O. Box 4000
Morristown, New Jersey 07962-2497
(973) 455-2000**
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

With Copies To:

Arthur H. Kohn, Esq.
Cleary Gottlieb Steen & Hamilton LLP
**One Liberty Plaza
New York, New York 10006
(212) 225-2000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller Reporting Company

On July 27, 2006, Honeywell International Inc. (the "Registrant") filed with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-8 (Registration No. 333-136086) (the "Registration Statement") registering 43,000,000 shares of the Registrant's common stock (the "Shares"), par value \$1.00 per share, to be issued pursuant to the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "2006 Plan").

The Registrant has adopted a new stock incentive plan, the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "2011 Plan"), effective April 25, 2011, and has filed a Registration Statement on Form S-8 (the "New Registration Statement") with the Commission today registering 39,000,000 shares of the Registrant's common stock, par value \$1.00 per share, to be issued pursuant to the 2011 Plan. As a result, no further awards will be issued under the 2006 Plan. Therefore, the Registrant is filing this post-effective amendment to the Registration Statement to deregister 13,553,483 of the Shares (the "Unissued Shares") which have not been issued pursuant to the 2006 Plan as of the date hereof. As permitted by Rule 457(p) under the Securities Act of 1933, as amended, \$52,324 of the registration fee that would otherwise be payable with respect to the New Registration Statement was offset by the registration fees previously paid by the Registrant in connection with the registration of the Unissued Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Township of Morris, State of New Jersey, on this 30th day of June, 2011.

Honeywell International Inc.

By: /s/ Kathleen A. Winters
Kathleen A. Winters
Vice President and Controller

DIRECTORS:

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities indicated on this 30th day of June, 2011.

Name	Title
<u>*</u> David M. Cote	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
<u>/s/ David J. Anderson</u> David J. Anderson	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Kathleen A. Winters</u> Kathleen A. Winters	Vice President and Controller (Principal Accounting Officer)
<u>*</u> Gordon M. Bethune	Director
<u>*</u> Kevin Burke	Director
<u>*</u> Jaime Chico Pardo	Director
<u>*</u> D. Scott Davis	Director
<u>*</u> Linnet F. Deily	Director
<u>*</u> Judd Gregg	Director

*

Clive R. Hollick

Director

*

George Paz

Director

*

Bradley T. Sheares, Ph.D

Director

*BY: /s/ Thomas F. Larkins
Thomas F. Larkins
Attorney in Fact

POWER OF ATTORNEY

Each of the undersigned, as a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoints David M. Cote, Katherine L. Adams, David J. Anderson, Kathleen A. Winters, Thomas F. Larkins and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements, and to file the same together with all exhibits thereto, under the Securities Act of 1933, including any amendment thereto or to any registration statement heretofore or hereafter filed by the Company on Form S-8 (or other appropriate form) for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan, the Honeywell Puerto Rico Savings and Ownership Plan, the Honeywell Supplemental Savings Plan, the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2007 Honeywell Global Employee Stock Plan (including any and all sub-plans), and any plan which is a successor to such plans or is a validly authorized new plan pursuant to which securities of the Company are issued to employees.

I hereby grant to each such attorney-in-fact full power and authority to perform every act necessary to be done in connection with the foregoing as fully as I might do in person, hereby ratifying and confirming all that said attorneys-in-fact, or any of them or their substitutes, may lawfully do or cause to be done.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

/s/ Gordon M. Bethune
Gordon M. Bethune, Director

/s/ Kevin Burke
Kevin Burke, Director

/s/ Jaime Chico Pardo
Jaime Chico Pardo, Director

/s/ D. Scott Davis
D. Scott Davis, Director

/s/ Linnet F. Deily
Linnet F. Deily, Director

/s/ Clive R. Hollick
Clive R. Hollick, Director

/s/ George Paz
George Paz, Director

/s/ Bradley T. Sheares
Bradley T. Sheares, Director

/s/ Michael W. Wright
Michael W. Wright, Director

Dated: December 10, 2010

POWER OF ATTORNEY

I, David M. Cote, a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint Katherine L. Adams, David J. Anderson, Kathleen A. Winters, Thomas F. Larkins and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements, and to file the same together with all exhibits thereto, under the Securities Act of 1933, including any amendment thereto or to any registration statement heretofore or hereafter filed by the Company on Form S-8 (or other appropriate form) for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan, the Honeywell Puerto Rico Savings and Ownership Plan, the Honeywell Supplemental Savings Plan, the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2007 Honeywell Global Employee Stock Plan (including any and all sub-plans), and any plan which is a successor to such plans or is a validly authorized new plan pursuant to which securities of the Company are issued to employees.

I hereby grant to each such attorney-in-fact full power and authority to perform every act necessary to be done in connection with the foregoing as fully as I might do in person, hereby ratifying and confirming all that said attorneys-in-fact, or any of them or their substitutes, may lawfully do or cause to be done.

I hereby revoke any or all prior appointments of attorneys-in-fact to sign the above-described documents.

/s/ David M. Cote

David M. Cote

Dated: December 10, 2010

POWER OF ATTORNEY

I, Judd Gregg, a director of Honeywell International Inc. (the "Company"), a Delaware corporation, hereby appoint David M. Cote, Katherine L. Adams, David J. Anderson, Kathleen A. Winters, Thomas F. Larkins and John J. Tus, each with power to act without the other and with power of substitution and resubstitution, as my attorney-in-fact to sign on my behalf in my capacity as a director of the Company one or more registration statements, and to file the same together with all exhibits thereto, under the Securities Act of 1933, including any amendment thereto or to any registration statement heretofore or hereafter filed by the Company on Form S-8 (or other appropriate form) for the registration of shares of the Company's Common Stock (or participations where appropriate) to be offered under the savings, stock or other benefit plans of the Company, its affiliates or any predecessor thereof, including the Honeywell Savings and Ownership Plan, the Honeywell Puerto Rico Savings and Ownership Plan, the Honeywell Supplemental Savings Plan, the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates, the Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc., the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates, the 2007 Honeywell Global Employee Stock Plan (including any and all sub-plans), and any plan which is a successor to such plans or is a validly authorized new plan pursuant to which securities of the Company are issued to employees.

I hereby grant to each such attorney-in-fact full power and authority to perform every act necessary to be done in connection with the foregoing as fully as I might do in person, hereby ratifying and confirming all that said attorneys-in-fact, or any of them or their substitutes, may lawfully do or cause to be done.

/s/ Judd Gregg _____
Judd Gregg, Director

Dated: April 25, 2011