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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

CURRENT REPORT

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

DATE OF REPORT – March 22, 2010

(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)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY  
(Address of principal executive offices)

07962-2497  
(Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) On March 22, 2010, Honeywell International Inc. (the “Company”) announced that Larry Kittelberger, Senior Vice President - Technology & Operations, will retire from the Company effective April 12, 2010. Stock options previously granted to Mr. Kittelberger will vest on the effective date of his retirement and all vested options will be exercisable over their remaining terms. Mr. Kittelberger will be subject to non-competition and non-solicitation covenants. Mr. Kittelberger will forfeit any outstanding options and be obligated to repay compensatory gains from option exercises after April 12, 2010 in the event of a breach of his non-competition and non-solicitation covenants.

The Company issued a press release announcing Mr. Kittelberger’s retirement on March 22, 2010, which is attached as an exhibit to this report.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

Exhibit 99.1 Press Release of Honeywell International Inc. dated March 22, 2010.

SIGNATURE

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

Date: March 26, 2010

Honeywell International Inc.

By: /s/ Thomas F. Larkins  
Thomas F. Larkins  
Vice President, Corporate Secretary and  
Deputy General Counsel

## News Release

### Media

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## **HONEYWELL NAMES DR. KRISHNA MIKKILINENI AND BASK IYER TO EXECUTIVE MANAGEMENT TEAM**

*Larry Kittelberger to Retire From the Company*

MORRIS TOWNSHIP, N.J., March 22, 2010 – Honeywell (**NYSE: HON**) today announced that it has named Krishna Mikkilineni and Bask Iyer to its Executive Management Team, reporting to Chairman and Chief Executive Officer Dave Cote, effective on April 12, 2010. Larry Kittelberger, Senior Vice President, Technology and Operations, will retire from Honeywell after almost 13 years at the company.

“We have counted on Larry to drive big organizational shifts for Honeywell and he has delivered every time,” said Cote. “Larry has been a champion of operational, technical, and process excellence, and has demonstrated a strong commitment to continuing the seed planting Honeywell needs for future success. He focused our engineers and technologists worldwide on the customer, innovation, growth, and productivity. I thank Larry for his great accomplishments and commitment to Honeywell.” Mikkilineni will become Senior Vice President, Engineering and Operations, and will be based in Bangalore, India. In his new role, he will be responsible for the company’s Engineering and Integrated Supply Chain organizations, including the Honeywell Operations Council and Technology Leadership Council. Mikkilineni will add these duties to his current role as President of Honeywell Technology Solutions, which has grown to 7,500 engineers. He has been with Honeywell for more than 24 years, and has served in leadership roles that span engineering, manufacturing, and business development. Mikkilineni has spent much of this time living and working in emerging markets. Mikkilineni holds a Ph.D. in electrical and computer engineering and a bachelor’s of engineering degree in electronics and communications from the University of Florida.

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In addition to his current role as Chief Information Officer, Iyer will assume additional responsibility for Honeywell's Global Security organization and Functional Transformation efforts. He has been with Honeywell for more than 10 years, serving in various corporate, business, and regional Information Technology (IT) leadership roles. During his career at Honeywell, Iyer lived and worked in a number of important emerging markets. He holds a master's degree in computer science from Florida Institute of Technology, and a bachelor's degree in mechanical engineering from Annamalai University in India.

“Both Krishna and Bask have unique business insights and outstanding leadership skills,” continued Cote. “Krishna has demonstrated his ability to build an organization from the ground up, drive results, and lead a global enterprise. He and his team will ensure that we continue to invest wisely in new geographies, new products, new services, and new technologies. That seed planting has made a big difference during the recession and will be even more important in the future. Bask's terrific work since joining Honeywell has added focus and rigor to our global IT operations, deploying new technology platforms and the core tools each of us needs to get our jobs done every day. This has strengthened IT's role as a critical business partner throughout the company.” “I am proud to welcome these two proven leaders to our Executive Management Team,” concluded Cote. “Krishna and Bask reflect the terrific leadership bench strength we have developed at Honeywell, and I look forward to their continued contributions as part of my leadership team.”

Honeywell ([www.honeywell.com](http://www.honeywell.com)) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, and Chicago Stock Exchanges. For more news and information on Honeywell, please visit [www.honeywellnow.com](http://www.honeywellnow.com).

This release contains certain statements that may be deemed “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements.

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