SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							ipail) / lot of ±0					
1. Name and Addres <u>Kramvis Andr</u> (Last)	1 0	son [*] (Middle)	<u>HO</u>	uer Name and Ticker NEYWELL IN	TER	NAT	FIONAL I	<u>NC</u> [tionship of Reportin (all applicable) Director Officer (give title below)	10% C Other below	Owner (specify
101 COLUMBIA	ROAD			7/2009		5111.11 2	ay, 10a.)			President	& CEO, SM	
(Street)			4. If A	mendment, Date of C	Driginal	Filed (Month/Day/Yea	ar)	6. Indiv Line)	vidual or Joint/Group	Filing (Check A	plicable
MORRISTOWN	NJ	07960							X	Form filed by One Form filed by Mo	1 0	
(City)	(State)	(Zip)								Person	e man one rep	Jung
		Table I - Nor	n-Derivative	Securities Acqu	uired,	Disp	oosed of, o	r Bene	ficially	Owned		
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title an of Securiti Underlying Derivative (Instr. 3 ar	ies g Security	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)	02/27/2009		A ⁽²⁾		34.978		(2)	(2)	Common Stock	34.978	\$26.83	2,792.92	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 02/27/2009.

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<u>Andreas Kramvis</u>

Date

03/02/2009

** Signature of Reporting Person

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.

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