SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

hours per response:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

			01.36		vesunei	IL COII	ipany Act of 19	40					
1. Name and Address of Reporting Person* Kramvis Andreas				er Name and Ticker NEYWELL IN]					tionship of Reportin all applicable) Director Officer (give title below)	10% C	10% Owner Other (specify		
(Last) 101 COLUMBIA	(First) ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/04/2010						President & CEO, SM			
(Street)		4. If Ai	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
MORRISTOWN	NJ	07960								X Form filed by One Reporting Person			
(City)	(State)	(Zip)								Form filed by Moi Person	re than One Repo	orting	
		Table I - Nor	n-Derivative \$	Securities Acq	uired,	Disp	oosed of, o	r Bene	ficially	Owned			
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						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)

	(e.g., puts, cans, warrains, 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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	06/04/2010		A ⁽²⁾		11.424		(2)	(2)	Common Stock	11.424	\$41.07	3,515.371	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 06/04/2010.

Jacqueline Whorms FOR

Andreas Kramvis

Date

06/07/2010

** 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.