SEC	Form	4
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0287 OMB Number:

0.5

Estimated average burden hours per response

Reported Transaction(s)

150,000

D

(Instr. 4)

Date

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

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) HONEYWELL INTERNATIONAL INC [DICCIANI NANCE K Director 10% Owner HON] Officer (give title Other (specify Х below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) President & CEO, SM 101 COLUMBIA ROAD 02/26/2007 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) MORRISTOWN NJ 07962 X Form filed by One Reporting Person Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of Transaction Date Execution Date Securities Form: Direct Indirect if any (Month/Day/Year) Beneficially Owned Following (D) or Indirect (I) (Instr. 4) Beneficial Ownership (Month/Day/Year) Code (Instr 8) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) (A) or (D) Code v Amount Price Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3A. Deemed Execution Date, 5. Number of 7. Title and Amount 8. Price of Derivative 9. Number of 10. Ownership 2. Conversion 3. Transaction 6. Date Exercisable and 11. Nature Transaction Expiration Date of Securities derivative of Indirect Date Derivative Underlying Derivative Sec (Instr. 3 and 4) if any (Month/Day/Year) Code (Instr. 8) Security (Instr. 5) Security or Exercise (Month/Day/Year) Securities (Month/Day/Year) Securities Form: Beneficial Direct (D) (Instr. 3) Price of Derivative Acquired (A) ecurity Beneficially Ownership (Instr. 4) or Disposed Owned or Indirect Security of (D) (Instr. 3, 4 and 5) Following (I) (Instr. 4)

Explanation of Responses:

\$47.38

Employee

Stock

Option

1. The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vest in four equal annual installments, with the first installment vesting on 2/26/08

Exercisable

(1)

Date

(D)

(A)

150.000

Expiration

02/25/2017

Title

Stock

Date

Jacqueline Whorms for Nance 02/28/2007 Dicciani K

** Signature of Reporting Person

Amount

Number

of Shares

150,000

\$<mark>0</mark>

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).

02/26/2007

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code v

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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.