

Brown Adriane M
Form 4
December 22, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Adriane M

2. Issuer Name and Ticker or Trading Symbol
HONEYWELL INTERNATIONAL INC [HON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 COLUMBIA ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, TS

MORRISTOWN, NJ 07960

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	(D)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Supplemental Savings Plan Interests	<u>(1)</u>	12/19/2008	A	<u>(2)</u>	51.062		<u>(2)</u>	<u>(2)</u>	Common Stock	51.062	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Adriane M 101 COLUMBIA ROAD MORRISTOWN, NJ 07960			President & CEO, TS	

Signatures

Jacqueline Whorms FOR Adriane M.
Brown 12/22/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (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 12/19/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

ock; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">"THE MERGER AGREEMENT"

- "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT"
- "Annex A – Agreement and Plan of Merger"

Item 6. Purposes of the Transaction and Plans or Proposals.

Regulation M-A Item 1006(b) and (c)(1) through (c)(8)

- (b) Use of Securities Acquired: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
 - "SUMMARY TERM SHEET"

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- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Certain Effects of the Merger”
- “THE MERGER AGREEMENT – Merger Consideration”
- “THE MERGER AGREEMENT – Treatment of Options and Warrants”
- “THE MERGER AGREEMENT – Payment for Shares of Stock”
- “Annex A – Agreement and Plan of Merger”

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(c)(1)-(8) Plans: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE SPECIAL MEETING – Private Purchase of Shares; Lock-Up and Voting Agreements”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Certain Effects of the Merger”
- “THE MERGER – Interests of the Company’s Directors and Executive Officers in the Merger”
- “THE MERGER – Plans for Prescient if the Merger is not Completed”
- “THE MERGER AGREEMENT – Effective Time”
- “THE MERGER AGREEMENT – Treatment of Options and Warrants”
- “THE MERGER AGREEMENT – Payment for Shares of Stock”
- “Annex A – Agreement and Plan of Merger”

Item 7. Purposes, Alternatives, Reasons and Effects.

Regulation M–A Item 1013

(a) Purposes: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE MERGER – Background of the Merger”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”
- “THE MERGER – Projected Financial Information”
- “THE MERGER – Alternatives to the Merger”
- “THE MERGER – Plans for Prescient if the Merger is Not Completed”

(b) Alternatives: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “THE MERGER – Background of the Merger”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Alternatives to the Merger”
- “THE MERGER – Plans for Prescient if the Merger is Not Completed”

Explanation of Responses:

(c) Reasons: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE SPECIAL MEETING – Private Purchase of Shares; Lock-Up and Voting Agreements”
- “THE MERGER – Background of the Merger”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”
- “THE MERGER – Opinion of Prescient’s Financial Advisor”

- “THE MERGER – Projected Financial Information”
 - “THE MERGER – Alternatives to the Merger”
 - “THE MERGER – Plans for Prescient if the Merger is Not Completed”
- (d) Effects: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- “SUMMARY TERM SHEET”
 - “QUESTIONS AND ANSWERS ABOUT THE MERGER”
 - “THE MERGER – Purpose and Reasons for the Merger”
 - “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
 - “THE MERGER – Opinion of Prescient’s Financial Advisor”
 - “THE MERGER – Certain Effects of the Merger”
 - “THE MERGER – Estimated Fees and Expenses of the Merger”
 - “THE MERGER – Financing”
 - “THE MERGER – Interests of the Company’s Directors and Executive Officers in the Merger”
 - “THE MERGER – Material U.S. Federal Income Tax Consequences of the Merger to Our Stockholders”
 - “THE MERGER AGREEMENT”
 - “DISSENTERS’ RIGHTS OF APPRAISAL”

Item 8. Fairness of the Transaction.

Regulation M–A Item 1014

- (a) Fairness: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- “SUMMARY TERM SHEET”
 - “QUESTIONS AND ANSWERS ABOUT THE MERGER”
 - “THE MERGER – Background of the Merger”
 - “THE MERGER – Purpose and Reasons for the Merger”
 - “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
 - “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”
 - “THE MERGER – Opinion of Prescient’s Financial Advisor”
 - “THE MERGER – Projected Financial Information”

- ANNEX B – Fairness Opinion

(b) Factors Considered in Determining Fairness: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE MERGER – Background of the Merger”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”
- “THE MERGER – Opinion of Prescient’s Financial Advisor”

- “THE MERGER – Projected Financial Information”
- ANNEX B – Fairness Opinion

(c) Approval of Security Holders: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE SPECIAL MEETING – Record Date and Quorum”
- “THE SPECIAL MEETING – Vote Required for Approval”
- “THE SPECIAL MEETING – Private Purchase of Shares; Lock-Up and Voting Agreements”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”

(d) Unaffiliated Representative: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”
- “THE MERGER – Opinion of Prescient’s Financial Advisor”
- “THE MERGER – Provisions for Unaffiliated Security Holders”
- ANNEX B – Fairness Opinion

(e) Approval of Directors: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE MERGER – Background of the Merger”
- “THE MERGER – Purpose and Reasons for the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
- “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”

(f)

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Other Offers: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “THE MERGER – Background of the Merger”
- “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”

Item 9. Reports, Opinions, Appraisals and Negotiations

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Regulation M–A Item 1015

- (a) Report, Opinion or Appraisal: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- “SUMMARY TERM SHEET”
 - “THE MERGER – Background of the Merger”
 - “THE MERGER – Purpose and Reasons for the Merger”
 - “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
 - “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”
 - “THE MERGER – Opinion of Prescient’s Financial Advisor”
 - ANNEX B – Fairness Opinion
- (b) Preparer and Summary of the Report, Opinion or Appraisal: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- “SUMMARY TERM SHEET”
 - “THE MERGER – Background of the Merger”
 - “THE MERGER – Purpose and Reasons for the Merger”
 - “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
 - “THE MERGER – Opinion of Prescient’s Financial Advisor”
 - “THE MERGER – Projected Financial Information”
 - “THE MERGER – Estimated Fees and Expenses of the Merger”
 - ANNEX B – Fairness Opinion
- (c) Availability of Documents: The reports, opinions or appraisal referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of Prescient during regular business hours by any interested holder of Prescient Common Stock, Series E Stock or Series G Stock, or any representative who has been designated in writing.

Item 10. Source and Amounts of Funds or Other Consideration

Regulation M–A Item 1007

- (a) Source of Funds: The information set forth in the Proxy Statement under the following captions is incorporated

herein by reference:

- “SUMMARY TERM SHEET”
- “THE MERGER – Financing”

(b) Conditions: None.

(c) Expenses: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “THE MERGER – Estimated Fees and Expenses of the Merger”

(d) Borrowed Funds: In connection with the execution and delivery of the Merger Agreement on August 28, 2008, Park City acquired from two of the Company’s shareholders an aggregate of 715.96 shares of Series E Preferred Stock for \$3,865 a share, or an aggregate of \$2,767,185, in cash (the “Aggregate Purchased Shares Consideration”). The source of funds for the Aggregate Purchased Shares Consideration were Park City’s working capital, in the amount of \$567,185, and borrowings aggregating \$2,200,000 from (i) an affiliate of Randall K. Fields, the Chairman of the Board and Chief Executive Officer of Park City (\$1,500,000); (ii) Robert W. Allen, a director of Park City (\$500,000); and (iii) Robert P. Hermanns, a director and Senior Vice President of Park City (\$200,000) (the “Purchased Share Loans”). The Purchased Share Loans represent unsecured obligations of Park City, which bear interest at the rate of 10% a year and are due and payable December 1, 2008. Park City expects to repay the Purchased Share Loans with the proceeds of the Merger Loans, as defined below.

Pursuant to the Merger Agreement, Park City will acquire, for an aggregate of \$6,227,766, in cash (the "Aggregate Merger Consideration"), (i) the 941.04 outstanding shares of Series E Stock it does not already own for \$4,098 a share, or an aggregate of \$3,856,382, (ii) all 479.9 outstanding shares of Series G Stock for \$1,136.36 a share, or an aggregate of \$545,339, and (iii) all 33,200,822 outstanding shares of Prescient Common Stock for \$.055 a share, or an aggregate of \$1,826,045.

The source of funds for the Aggregate Merger Consideration, and for the repayment of the Purchased Share Loans are expected to be from proceeds from the issuance by Park City of debt or equity securities to private investors (who may include affiliates of Park City) aggregating approximately \$7,200,000 (the "Merger Loans"), the terms of which are currently being negotiated. Park City expects to use up to approximately \$2,000,000 of the Company's working capital to repay certain of the Purchased Share Loans after consummation of the Merger. Park City expects to repay the Merger Loans from anticipated cash flow from operations of Park City and its subsidiaries (including the Company). If the cash flow from operations is insufficient to satisfy Park City's obligations under the terms of the Merger Loans, Park City will refinance or restructure the Merger Loans. Park City has no current plans with respect to any such refinancing or restructuring.

Approximately \$4.8 million of the Aggregate Merger Consideration is required to be funded by Park City prior to the date of the Meeting. The foregoing assumes that no Prescient stockholder validly exercises and perfects its appraisal rights. There are no financing contingencies contained in the Merger Agreement.

Item 11. Interest in Securities of the Subject Company

Regulation M–A Item 1008

- (a) Securities Ownership: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- "THE SPECIAL MEETING – Private Purchase of Shares; Lock-Up and Voting Agreements"
 - "THE MERGER – Interests of the Company's Directors and Executive Officers in the Merger"
 - "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT"
- (b) Securities Transactions: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- "THE SPECIAL MEETING – Private Purchase of Shares; Lock-Up and Voting Agreements"
 - "THE MERGER – Background of the Merger"
 - "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT"

Item 12. The Solicitation or Recommendation

Regulation M–A Item 1012(d) and (e)

(d) Intent to Tender or Vote in a Going-Private Transaction: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE SPECIAL MEETING – Vote Required for Approval”

- “THE SPECIAL MEETING – Private Purchase of Shares; Lock-Up and Voting Agreements”
 - “THE MERGER – Purpose and Reasons for the Merger”
 - “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
 - “THE MERGER – Interests of the Company’s Directors and Executive Officers in the Merger”
 - “THE MERGER – Certain Effects of the Merger”
 - “SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT”
- (e) Recommendation of Others: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- “SUMMARY TERM SHEET”
 - “THE MERGER – Background of the Merger”
 - “THE MERGER – Purpose and Reasons for the Merger”
 - “THE MERGER – Recommendations of the Special Committee and Board of Directors; Reasons for Recommending the Approval and Adoption of the Merger Agreement”
 - “THE MERGER – Position of Park City and Merger Sub as to the Fairness of the Merger to Prescient’s Unaffiliated Stockholders”

Item 13. Financial Statements

Regulation M–A Item 1010(a) through (b)

- (a) Financial Information: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:
- “WHERE YOU CAN FIND MORE INFORMATION”
 - ANNEX F – Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007
 - ANNEX G – Quarterly Report on Form 10-Q for the quarter ended June 30, 2008
- (b) Pro Forma Information: Not applicable.

Item 14. Persons/Assets, Retained, Employed, Compensated or Used

Regulation M–A Item 1009

Explanation of Responses:

(a),(b) Solicitations or Recommendations; Employees and Corporate Assets: The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “SUMMARY TERM SHEET”
- “QUESTIONS AND ANSWERS ABOUT THE MERGER”
- “THE SPECIAL MEETING – Solicitation of Proxies”
- “THE MERGER – Background of the Merger”
- “THE MERGER – Interests of the Company’s Directors and Executive Officers in the Merger”
- “THE MERGER – Estimated Fees and Expenses of the Merger”
- “THE MERGER AGREEMENT – Covenants”

Item 15. Additional Information

Regulation M–A Item 1011(b)

(b) Other Material Information: The information contained in the Proxy Statement, including all annexes thereto, is incorporated herein by reference.

Item 16. Additional Information

Regulation M–A Item 1016 (a) through (d), (f) and (g)

- (a)(1) Letter to Stockholders of Prescient Applied Intelligence, Inc. (“Prescient”), incorporated herein by reference to the definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (“SEC”) on October 14, 2008 (the “Proxy Statement”)
- (a)(2) Notice of Special Meeting of Stockholders of Prescient, incorporated herein by reference to the Proxy Statement
- (a)(3) The Proxy Statement
- (a)(4) Form of Proxy Card, incorporated herein by reference to the Proxy Statement
- (b) Promissory Notes made by Park City Group, Inc. in favor of Riverview Financial Corp., Robert K. Allen and Robert Hermanns, in the principal amounts of 1,500,000, 500,000 and 200,000, respectively, incorporated herein by reference to Exhibit 4.1 of the Park City Group, Inc. Current Report on Form 8-K, filed with the SEC on September 15, 2008
- (c)(1) Fairness Opinion of Udata Advisors Inc., dated September 11, 2008, incorporated herein by reference to Annex B to the Proxy Statement
- (d)(1) Agreement and Plan of Merger, dated as of August 28, 2008, by and among Prescient, Park City Group, Inc. and PAII Transitory Sub, Inc., incorporated herein by reference to Annex A to the Proxy Statement
- (d)(2) Stock Purchase Agreement, dated as of August 28, 2008, by and between Park City Group, Inc. and CGA Resources, LLC
- (d)(3) Stock Purchase Agreement, dated as of August 28, 2008, by and between Park City Group, Inc. and Hudson Ventures
- (d)(4) Lock-Up and Voting Agreement, dated as of August 28, 2008, by and among Park City Group, Inc., CGA Resources, LLC and Jason Adelman
- (d)(5) Lock-Up and Voting Agreement, dated as of August 28, 2008, by and between Park City Group, Inc. and Hudson Ventures
- (d)(6) Letter Agreement, dated September 2, 2008, by and between the Registrant and Jane F. Hoffer, dated September 2, 2008
- (f)(1) Section 262 of the Delaware General Corporation Law, incorporated herein by reference to Annex E of the Proxy Statement
- (g) None

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: October 14, 2008

PRESCIENT APPLIED INTELLIGENCE, INC.

By: /s/ Daniel W. Rumsey
Name: Daniel W. Rumsey
Title: Chief Financial Officer

Dated: October 14 , 2008

PARK CITY GROUP, INC.

By: /s/ Randall K. Fields
Name: Randall K. Fields
Title: Chief Executive Officer

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