### Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

#### HONEYWELL INTERNATIONAL INC

Form 4

Common

Stock

November 13, 2014

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COTE DAVID M Issuer Symbol HONEYWELL INTERNATIONAL (Check all applicable) INC [HON] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 101 COLUMBIA ROAD 11/11/2014 Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MORRIS TOWNSHIP, NJ 07962 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) Owned Direct (D) (Instr. 8) **Following** or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 11/11/2014 M 600,000 Α 903,797.4 (1) Stock 36.51 Common $F^{(2)}$ 11/11/2014 416,166 D 487,631.4 D Stock Held in a grantor Common 388,833.6 (1) I retained Stock

annuity trust

Held in

401(k)

23,174.308

I

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Common Stock 76,802 I Plan trust

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 (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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Employee Stock Options	\$ 36.51	11/11/2014		M	600,000	(3)	02/01/2015(4)	Common Stock	600,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
COTE DAVID M						
101 COLUMBIA ROAD	X		Chairman & CEO			
MORRIS TOWNSHIP, NJ 07962						

# **Signatures**

/s/ Jeffrey Neuman for David M. Cote

\*\*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) Reflects a contribution of shares of common stock to a grantor retained annuity trust in November 2013 and an annuity payment from that trust to Mr. Cote in November 2014, each of which was exempt from reporting pursuant to Rule 16a-13.
- (2) On November 11, 2014, Mr. Cote exercised 600,000 Employee Stock Options and, under the net settlement provisions of the stock option, 416,166 shares of common stock were withheld in payment of the exercise price and related taxes. Following the exercise, Mr. Cote remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under

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the Guidelines to hold the net gain shares (net of shares withheld to cover the exercise price and taxes) for at least one year.

- (3) The Employee Stock Options were granted under the Company's 2003 Stock Incentive Plan with 240,000 vesting on 1/1/06 and 180,000 vesting each on 1/1/07 and 1/1/08.
- (4) These stock options, if not exercised, would have expired within three months.

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.