

HONEYWELL INTERNATIONAL INC

Form 3

November 13, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

James Mark R.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/02/2007

3. Issuer Name and Ticker or Trading Symbol

HONEYWELL INTERNATIONAL INC [HON]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, HR and Communications

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

101 COLUMBIA ROAD

(Street)

MORRISTOWN, NJ 07960

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

None

0

D

A

Common Stock

293.821

I

Held in 401(k) plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â <u>(1)</u>	03/23/2010	Common Stock	3,000	\$ 47.85	D	Â
Employee Stock Options (right to buy)	Â <u>(1)</u>	04/18/2010	Common Stock	5,000	\$ 54.75	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	15,000	\$ 0 <u>(3)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	17,000	\$ 0 <u>(3)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	2,800	\$ 0 <u>(3)</u>	D	Â
Employee Stock Options (right to buy)	Â <u>(6)</u>	02/01/2015	Common Stock	22,000	\$ 36.51	D	Â
Employee Stock Options (right to buy)	Â <u>(7)</u>	02/16/2016	Common Stock	25,000	\$ 42.32	D	Â
Employee Stock Options (right to buy)	Â <u>(8)</u>	02/25/2017	Common Stock	14,000	\$ 47.38	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James Mark R. 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	Â	Â	Â SVP, HR and Communications	Â

## Signatures

Jacqueline Whorms for Mark R.  
James

11/13/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These Employee Stock Options were granted under the Corporation's 1993 Stock Plan and are fully vested.
- (2) The Restricted Stock Units were granted under the Corporation's 2003 Stock Incentive Plan with 4,950 fully vested on July 17, 2006, 4,950 vesting on July 17, 2008 and 5,100 vesting on July 17, 2010.
- (3) Instrument converts to common stock on a one-for-one basis.
- (4) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 5,610 vesting on June 28, 2009, 5,610 vesting on June 28, 2011 and 5,780 vesting on June 28, 2013.
- (5) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2010.

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- The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan. The option grant is exercisable in three
- (6) annual installments of 40%, 30% and 30%, respectively. The first installment became exercisable on January 1, 2006 and the next two installments become exercisable on January 1, 2007 and January 1, 2008.

- The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan. The option grant is exercisable in three
- (7) annual installments of 40%, 30% and 30%, respectively. The first installment became exercisable on January 1, 2007 and the next two installments become exercisable on January 1, 2008 and January 1, 2009.

- The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan. The option grant is exercisable in four
- (8) equal annual installments, with the first installment becoming exercisable on February 26, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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