

HONEYWELL INTERNATIONAL INC
 Form 4
 October 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
FRADIN ROGER

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)
10/10/2013

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

MORRISTOWN, NJ 07960

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/10/2013 | | M ⁽¹⁾ | V | 244,421 A \$ 28.35 | D | |
| Common Stock | 10/10/2013 | | S ⁽²⁾ | | 177,715 D \$ 85 ⁽⁴⁾ | D | |
| Common Stock | 10/11/2013 | | S ⁽³⁾ | | 12,897 D \$ 85.02 ⁽⁴⁾ | D | |
| Common Stock | | | | | 3,344.513 | I | held in 401(k) plan |

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

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 28.35 | 10/10/2013 | | M | 244,421 | 02/24/2013 | 02/23/2019 | Common Stock | 244,421 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRADIN ROGER 101 COLUMBIA ROAD MORRISTOWN, NJ 07960 | | | President & CEO, ACS | |

Signatures

Jacqueline Katzel for Roger Fradin
10/15/2013
 **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) Pursuant to a Rule 10b5-1 plan, this represents the exercise of options granted to the Reporting Person. Following the exercise, the Reporting Person remains in compliance with the applicable ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.
 - (2) Pursuant to a Rule 10b5-1 plan, this represents the sale of shares from an option exercise to cover the exercise price and taxes and also the sale of long shares (held for more than one year). Following the sale of the shares, the Reporting Person remains in compliance with the applicable ownership thresholds under the Stock Ownership Guidelines of the Company.
 - (3) Pursuant to a Rule 10b5-1 plan, this represents a sale of long shares (held for more than one year). Following the sale of the shares, the Reporting Person remains in compliance with the applicable ownership thresholds under the Stock Ownership Guidelines of the Company.

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Company.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$85.08, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of

- (4) Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Includes 117,432 shares previously held in a trust.

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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