## Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

HONEYWEL Form 4 July 29, 2014	L INTERNATI	ONAL IN	IC							
FORM	4	~~				~~~			PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSION	OMB Number:	3235-0287	
if no longe subject to Section 16 Form 4 or Form 5 obligation may contin	Section 16.       SECURITIES       burden hours per response       0.         Form 4 or       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       0.									
(Print or Type Ro	esponses)									
James Mark R. Symbol					Trading	Issuer				
(Last) 101 COLUM		Middle)		of Earliest T Day/Year) 2014	ransaction		Director X Officer (give below) SVP-HR Pro		% Owner her (specify nications	
Filed(Mo			iled(Month/Day/Year) Applicable Line) _X_ Form filed by			oint/Group Filing(Check One Reporting Person More than One Reporting				
MORRISTO	WN, NJ 07962						Person		epotting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities .	Acquired, Disposed o	f, or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities I 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)	
Reminder: Repo	rt on a separate line	e for each cla	ass of sect	urities bene	Perso	ons who re	or indirectly. spond to the collect ntained in this form		SEC 1474 (9-02)	

Persons who respond to the collection of SEC 147information contained in this form are not (9-02 required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	07/25/2014		А		23,000		(2)	(2)	Common Stock	23,000

## **Reporting Owners**

Reporting Owner Name / Address				
1	Director	for 10% Owner Officer		Other
James Mark R. 101 COLUMBIA ROAD MORRISTOWN, NJ 07962			SVP-HR Procur & Communications	
Signatures				

Jacqueline Katzel for Mark R. James	07/29/2014
<b>**</b> 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.

The Restricted Stock Units were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and will vest in three installments on each of July 25, 2017, July 25, 2019 and July 25, 2021, subject to a maximum up or down adjustment of 30%

(2) Vest in three installients on each of Sury 25, 2017, Sury 25, 2017, Subject to a maximum up of down adjustment of 56 based on Honeywell's total shareowner return (TSR) relative to its compensation peer group of companies over both a 1-year period (August 1, 2014 to July 31, 2015) and 30-month period (July 1, 2014 to December 31, 2016).

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.

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