#### HONEYWELL INTERNATIONAL INC

Form 4 July 29, 2014

# FORM 4

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

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

**OMB** 

Number:

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

Kramvis Andreas

(Last)

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

HONEYWELL INTERNATIONAL

INC [HON]

10% Owner

101 COLUMBIA ROAD

(Month/Day/Year)

Director X\_ Officer (give title Other (specify

(Check all applicable)

07/25/2014

below) below) Vice Chairman

(Street)

(Middle)

4. If Amendment, Date Original

(Instr. 8)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MORRISTOWN, NJ 07962

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

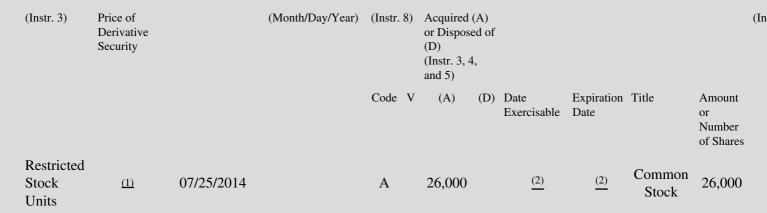
(Month/Day/Year)

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

1. Title of 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 **Transaction**Derivative **Expiration Date Underlying Securities** De Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec

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



## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kramvis Andreas

101 COLUMBIA ROAD Vice Chairman

MORRISTOWN, NJ 07962

## **Signatures**

Jacqueline Katzel for Andreas
Kramvis
07/29/2014

\*\*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 (the 2011 Plan) and will vest on February 15, 2017, subject to a maximum up or down adjustment of 30% 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). Pursuant to its authority under the 2011 Plan, with respect to up to 50% of the final award, the Committee has delegated to the CEO the authority to make a determination as to whether Mr. Kramvis has achieved a satisfactory level of performance.

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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