HONEYWELL INTERNATIONAL INC

Form 4 July 30, 2014

FORM 4

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

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 *

Gregg Judd A.

(Last) (First) (Middle)

101 COLUMBIA ROAD

(Street)

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

MORRISTOWN, NJ 07960

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

INC [HON] 3. Date of Earliest Transaction

HONEYWELL INTERNATIONAL

(Month/Day/Year) 07/29/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8) (Month/Day/Year)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

4. Securities

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify

Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership (I) (Instr. 4) Following (Instr. 4)

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

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

Persons who respond to the collection of SEC 1474 information 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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion **Transaction**Derivative **Expiration Date Underlying Securities** (Month/Day/Year) Execution Date, if or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Security Securities any

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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
Deferred Compensation (Phantom Shares)	(1)	07/29/2014		A(2)		10.663		(2)	(2)	Common Stock	10.663

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Gregg Judd A. 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	X							

Signatures

Jacqueline Katzel FOR Judd Gregg 07/30/2014

**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.
- (2) Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors and will be settled in Cash upon termination or retirement.

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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