

HONEYWELL INTERNATIONAL INC

Form 4

August 08, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
DAVIS D SCOTT2. 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)

115 TABOR ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/04/2016☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

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

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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock                    | 08/04/2016                           |                                                    | M                              | 5,000 A                                                           | \$ 51.22 18,379                                                                               | D                                                        |                                            |
| Common Stock                    | 08/04/2016                           |                                                    | M                              | 5,000 A                                                           | \$ 60.59 23,379                                                                               | D                                                        |                                            |
| Common Stock                    | 08/04/2016                           |                                                    | S                              | 7,415 D                                                           | \$ 116.21 15,964                                                                              | D                                                        |                                            |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**SEC 1474  
(9-02)

**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 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) |                 | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                         | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 51.22                                               | 08/04/2016                           |                                                    | M                              |                                                                                         | 5,000                                                    |     | <u>(2)</u>                                                    | 04/22/2017      | Common Stock                                                  | 5,000                      |
| Stock Option (right to buy)                | \$ 60.59                                               | 08/04/2016                           |                                                    | M                              |                                                                                         | 5,000                                                    |     | <u>(3)</u>                                                    | 04/27/2018      | Common Stock                                                  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| DAVIS D SCOTT<br>115 TABOR ROAD<br>MORRIS PLAINS, NJ 07950 | X             |           |         |       |

## Signatures

Jeffrey N. Neuman for D. Scott  
Davis 08/08/2016

\*\*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).

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.21 to \$116.24, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of 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.

(2)

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The Employee Stock Options were granted under the Company's 2006 Stock Plan for Non-Employee Directors, and vested in four equal annual installments on each of 4/1/2008, 4/1/2009, 4/1/2010 and 4/1/2011.

- (3) The Employee Stock Options were granted under the Company's 2006 Stock Plan for Non-Employee Directors, and vested in four equal annual installments on each of 4/1/2009, 4/1/2010, 4/1/2011 and 4/1/2012.

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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