Deily Linnet F Form 4 April 28, 2009

FORM 4

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

OMB

OMB APPROVAL

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obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Deily Linnet F

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

HONEYWELL INTERNATIONAL

(Check all applicable)

INC [HON]

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date Original

X_ Director 10% Owner Officer (give title Other (specify below)

101 COLUMBIA ROAD

(Street)

04/27/2009

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

MORRISTOWN, NJ 07960

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

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

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 6. Date Exercisable and Derivative Transaction of Derivative **Expiration Date** Conversion (Month/Day/Year) Execution Date, if (Month/Day/Year) Security or Exercise Code Securities any

7. Title and Amount

Underlying Securitie

(Instr. 3 and 4)

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Security	Disposed of (D) (Instr. 3, 4, and 5)						
	Code V	(A)		Date Exercisable	Expiration Date	Title	Amour or Number of Shares

 $A_{\underline{-1}}^{(1)}$

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

(A) or

5,000

(1)

04/26/2019

Common

Stock

5,00

Reporting Owners

\$ 30.7

Price of Derivative

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Deily Linnet F							
101 COLUMBIA ROAD	X						
MORRISTOWN, NJ 07960							

04/27/2009

Signatures

Non-Qualified

Options

(Instr. 3)

Jacqueline Whorms for Linnet F.
Deily
04/28/2009

**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) Represents exempt grant of non-qualified stock options under the 2006 Stock Plan for Non-Employee Directors and vest in four equal annual installments, with the first installment vesting on 4/1/2010.

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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