

HONEYWELL INTERNATIONAL INC

Form 4

July 28, 2015

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
James Mark R.

2. 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)

101 COLUMBIA ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/25/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP-HR Procur & Communications

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

MORRIS TOWNSHIP, NJ 07962

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
Common Stock	07/25/2015		M	V Amount (A) or (D) Price 16,293 A \$ 102.56	81,677	D	
Common Stock	07/25/2015		F	8,297 D \$ 102.56	73,380	D	
Common Stock	07/25/2015		M	11,247 A \$ 102.56	84,627	D	
Common Stock	07/25/2015		F	5,728 D \$ 102.56	78,899	D	
Common Stock					1,863	I	Held in 401(k) plan

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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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	<u>(1)</u>	07/25/2015		M	16,293 <u>(2)</u>	07/25/2015	07/25/2015	Common Stock	16,293
Restricted Units	<u>(1)</u>	07/25/2015		M	11,247 <u>(3)</u>	07/25/2015	07/25/2015	Common Stock	11,247

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
James Mark R. 101 COLUMBIA ROAD MORRIS TOWNSHIP, NJ 07962	SVP-HR Procur & Communications

## Signatures

Jacqueline Katzel for Mark R.  
James  
07/28/2015  
\*\*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) Includes the reinvestment of dividend equivalents into 2,693 additional restricted stock units.
- (3) Includes the reinvestment of dividend equivalents into 687 additional restricted stock units.

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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