

B/E AEROSPACE INC
Form SC 13G/A
January 24, 2014
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

BE Aerospace, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

073302101

(CUSIP Number)

January 24, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

S Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G Page 2 of 5 Pages

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Honeywell International Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) £

(b) £

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. **Delaware, United States**

SOLE VOTING POWER

5.

0

SHARED VOTING POWER

6.

1,900,000*

SOLE DISPOSITIVE POWER

7.

0

SHARED DISPOSITIVE POWER

8.

1,900,000*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

1,900,000*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

1.81%**

TYPE OF REPORTING PERSON (see instructions)

12.

CO

* 1,900,000 shares of BE Aerospace are held by a wholly-owned subsidiary of Honeywell International Inc.

** Calculated assuming 104,767,282 shares of common stock outstanding as of October 23, 2013 per the Form 10-Q filed by BE Aerospace with the United States Securities and Exchange Commission on October 30, 2013.

13G Page 3 of 5 Pages

Item 1.

- (a) Name of Issuer
BE Aerospace
- (b) Address of Issuer's Principal Executive Offices
1400 Corporate Center Way, Wellington, FL 33414-2105

Item 2.

- (a) Name of Person Filing
Honeywell International Inc.
- (b) Address of the Principal Office or, if none, residence
101 Columbia Road, Morris Township, NJ 07962
- (c) Citizenship
Delaware, United States of America
- (d) Title of Class of Securities
Common Stock, par value \$0.01 per share
- (e) CUSIP Number
073302101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: N/A

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ..A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,900,000*
- (b) Percent of class: 1.81%
- (c) Number of shares as to which the person has: 1,900,000
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 1,900,000
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 1,900,000

*1,900,000 shares of BE Aerospace are held by a wholly-owned subsidiary of Honeywell International Inc.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following S

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 24, 2014

HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman
Signature

Name: Jeffrey N. Neuman
Its: Vice President, Deputy General
Counsel and Corporate Secretary