

HONEYWELL INTERNATIONAL INC

Form 4

August 25, 2014

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

OMB APPROVAL

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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 *
COTE DAVID M

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)

08/22/2014

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

Chairman & CEO

MORRISTOWN, NJ 07960

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Options	\$ 28.35	08/22/2014	J ⁽¹⁾		282,359	⁽²⁾	02/23/2019	Common Stock	2	
Employee Stock Options	\$ 28.35	08/22/2014	J ⁽¹⁾	282,359		⁽²⁾	02/23/2019	Common Stock	2	
Employee Stock Options	\$ 40.17	08/22/2014	J ⁽¹⁾		950,000	⁽⁵⁾	02/25/2020	Common Stock	9	
Employee Stock Options	\$ 40.17	08/22/2014	J ⁽¹⁾	950,000		⁽⁵⁾	02/25/2020	Common Stock	9	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTE DAVID M 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	X		Chairman & CEO	

Signatures

/s/ Jeffrey Neuman for David
M. Cote 08/25/2014

__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) Represents a transfer by Mr. Cote of vested stock options to a trust for the benefit of certain of his family members in connection with Mr. Cote's long-term strategy for estate planning.
- (2) The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/24/2010.
- (3) In connection with the transfer of these vested stock options to a trust for the benefit of certain of Mr. Cote's family members, such trust executed a note payable to Mr. Cote based on the appraised value of such stock options.
- (4) These Employee Stock Options are held by a trust for the benefit of certain of Mr. Cote's family members, and of which Mr. Cote serves as an investment advisor. Mr. Cote disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (5) The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/26/2011.
- (6) In connection with the transfer of these vested stock options to a trust for the benefit of certain of Mr. Cote's family members, such trust executed a note payable to Mr. Cote based on the appraised value of such stock options.

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- (7) These Employee Stock Options are held by a trust for the benefit of certain of Mr. Cote's family members, and of which Mr. Cote serves as investment advisor. Mr. Cote disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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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