HONEYWELL INTERNATIONAL INC
Form 4
November 05, 2013

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
COTE DAVID M

(Last) (First) (Middle)

101 COLUMBIA ROAD

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HONEYWELL INTERNATIONAL INC [HON]

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common Stock | 11/04/2013 | | M(1) | | 600,000 | A | $ 35.65 | 1,111,152 (2) | D | |
| Common Stock | 11/04/2013 | | S | | 418,521 | D | $ 86.16 (3) | 692,631 | D | |
| Common Stock | | | | | | | | 22,428.498 | I | Held in 401(k) plan |
| Common Stock | | | | | | | | 76,802 | I | Held in a trust |

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 (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 |
| Stock Option (right to buy) | $ 35.65 | 11/04/2013 | | M | | | 600,000 | 01/01/2007 | 02/05/2014 | Common Stock | 600,000 |

# Reporting Owners

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

# Signatures

| Jacqueline Katzel for David M. Cote | 11/05/2013 |
|---|---|
| **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)** This represents an exercise of 600,000 options granted to the Reporting Person on February 6, 2004 under the 2003 Stock Incentive Plan of Honeywell International Inc. and its Affiliates. If not exercised, the options would have expired on February 5, 2014. Following the exercise, the Reporting Person remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.

**(2)** Reflects a prior disposition by the reporting person of securities of the same class that was exempt from reporting pursuant to Rule 16a-12.

**(3)** The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $85.91 to $86.91 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 Commmission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3.

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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