

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mikkilineni Krishna

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)
SrVP, Engineering, Ops & IT

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 8,787 A \$ 102.56	86,769	D	
Common Stock	07/25/2015		F	4,441 D \$ 102.56	82,328	D	
Common Stock	07/25/2015		M	6,111 A \$ 102.56	88,439	D	
Common Stock	07/25/2015		D	6,111 D \$ 102.56	82,328	D	
Common Stock					2,515	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.

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(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	(1)	07/25/2015		M		8,787	(2)	07/25/2015	07/25/2015	Common Stock	8,787
Restricted Units	(1)	07/25/2015		M		6,111	(3)	07/25/2015	07/25/2015	Common Stock	6,111

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mikkilineni Krishna 101 COLUMBIA ROAD MORRIS TOWNSHIP, NJ 07962	SrVP, Engineering, Ops & IT

Signatures

Jacqueline Katzel for Krishna
Mikkilineni 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 537 additional restricted stock units.

(3) Includes the reinvestment of dividend equivalents into 1,011 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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