

HONEYWELL INTERNATIONAL INC
Form DEFA14A
March 12, 2009

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

**SCHEDULE 14A
(Rule 14a-101)**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

☐ [] Preliminary Proxy Statement

☐ [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ [] Definitive Proxy Statement

☒ [X] Definitive Additional Materials

☐ [] Soliciting Material Pursuant to §240.14a-12

Honeywell International Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required.

☐ [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee previously paid with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.

3) Filing Party:

4) Date Filed:

HONEYWELL INTERNATIONAL INC.

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

*HONEYWELL INTERNATIONAL INC.
101 COLUMBIA ROAD
MORRIS TOWNSHIP, NJ 07962*

**Shareowners Meeting to be held on April 27, 2009
Proxy Materials Available**

Notice and Proxy Statement
Annual Report

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before April 13, 2009.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

- | | | | |
|----|--------------|---|--|
| 1) | BY INTERNET | - | www.proxyvote.com |
| 2) | BY TELEPHONE | - | 1-800-579-1639 |
| 3) | BY E-MAIL* | - | sendmaterial@proxyvote.com |

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

**Please do not mark, write on and/or return this communication.
See the Reverse Side for Meeting Information and Instructions on How to Vote**

R1HNW1

Meeting Information

Meeting Type: Annual
Meeting Date: April 27, 2009
Meeting Time: 10:30 A.M., EST
For holders as of: February 27, 2009

Meeting Location:

Honeywell International Inc.
101 Columbia Road
Morris Township, NJ

How To Vote

Vote In Person

Many shareowners meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items

1. Election of Directors:

The Board of Directors recommends a vote FOR Nominees (A) through (J).

The Board of Directors recommends a vote FOR Proposal (2).

- A. Gordon M. Bethune
- B. Jaime Chico Pardo
- C. David M. Cote
- D. D. Scott Davis
- E. Linnet F. Deily
- F. Clive R. Hollick
- G. George Paz
- H. Bradley T. Sheares
- I. John R. Stafford
- J. Michael W. Wright

- 2. Approval of Independent Accountants

The Board of Directors recommends a vote AGAINST Proposals (3) through (7).

- 3. Cumulative Voting
- 4. Principles for Health Care Reform
- 5. Executive Compensation Advisory Vote
- 6. Tax Gross-Up Payments
- 7. Special Shareowner Meetings

IMPORTANT - PLEASE READ

This is not a ballot. You cannot use this notice to vote these shares. This is an overview *only* of the proxy materials.

The materials you should review before you cast your vote are now available.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

R1HNW3
