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HONEYWELL INTERNATIONAL INC

Form 4

February 17, 2015

FO	RM 4					OMB AP	PROVAL	
			D STATES	S SECURITIES AND EXCHANGE O Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
	neck this box no longer					Expires:	January 31, 2005	
	bject to ection 16.	SIAII		SECURITIES	Estimated av	~		
	Form 5 Filed pursuant to Section 16(a) of the Securities Evaluates Act of 1024						0.5	
	orm 5 oligations	_		Section 16(a) of the Securities Exchang				
	ay continue.	Section 1		Public Utility Holding Company Act of				
	See Instruction 30(h) of the Investment Company Act of 1940							
1(1	b).							
(Print or	Type Respon	nses)						
	e and Addres DAVID N	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
				HONEYWELL INTERNATIONAL INC [HON]	(Check	(Check all applicable)		
(La	ist)	(First)	(Middle)	3. Date of Earliest Transaction	_X_ Director		Owner	
				(Month/Day/Year)	_X_ Officer (give the low)		(specify	
101 C	OLUMBIA	A ROAD		02/13/2015	below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joi	nt/Group Filing	g(Check	
				Filed(Month/Day/Year)		y One Reporting Person More than One Reporting		
MORE	RIS TOWN	NSHIP, NJ	07962		Person		0	
(Cit	ty) (State)	(Zip)	Table I - Non-Derivative Securities Aco	wired. Disposed of.	or Beneficiall	v Owned	

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie our Disposed (Instr. 3, 4	d of (D))	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	02/13/2015		M	700,000	A	\$ 42.32	1,187,632	D	
Common Stock	02/13/2015		F(1)	496,445	D	\$ 103.85	691,187	D	
Common Stock							388,833.6	I	Held in a grantor retained annuity trust
Common Stock							76,802	I	Held in trust

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Common Stock 23,269.413 I Held in 401(k) plan

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 Conversion Security or Exercise (Instr. 3) Price of Derivative		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
	Security			Code V	5)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 42.32	02/13/2015		M		700,000	(2)	02/16/2016(3)	Common Stock	700,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COTE DAVID M

101 COLUMBIA ROAD X Chairman & CEO

MORRIS TOWNSHIP, NJ 07962

Signatures

Jeffrey N. Neuman for David M. Cote 02/17/2015

**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).
- On February 13, 2015, Mr. Cote exercised 700,000 Employee Stock Options and, under the net settlement provisions of the stock option, 496,445 shares of common stock were withheld in payment of the exercise price and related taxes. Following the exercise, Mr. Cote 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 withheld to cover the exercise price and taxes) for at least one year.

Reporting Owners 2

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- (2) The Employee Stock Options were granted under the Company's 2003 Stock Incentive Plan with 280,000 vesting on 1/1/07 and 210,000 vesting on each of 1/1/08 and 1/1/09.
- (3) These stock options, if not exercised would have expired in approximately one year from the transaction date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.