

COTE DAVID M
Form 4/A
December 22, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
11/10/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Chairman & CEO

MORRISTOWN, NJ 07960

4. If Amendment, Date Original Filed(Month/Day/Year)
11/14/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	11/10/2011		M	A	\$ 33.38 326,100 549,392 ⁽⁴⁾	D	
Common Stock	11/10/2011		M	A	\$ 33.38 225,000 774,392 ⁽⁴⁾	D	
Common Stock	11/10/2011		S	D	\$ 53.59 340,992 ⁽⁴⁾ ⁽¹⁾	D	
Common Stock	11/11/2011		M	A	\$ 33.38 50,000 390,992 ⁽⁴⁾	D	
Common Stock	11/11/2011		M	A	\$ 33.38 500,000 890,992 ⁽⁴⁾	D	

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Common Stock 11/11/2011 S 427,355 D \$ 54.83 463,637 ⁽⁴⁾ ₍₂₎ D

Common Stock 36,777.868 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 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)	\$ 33.38	11/10/2011		M	326,100	02/22/2004	02/18/2012	Common Stock	326,100
Stock Option (right to buy)	\$ 33.38	11/10/2011		M	225,000	02/19/2005	02/18/2012	Common Stock	225,000
Stock Option (right to buy)	\$ 33.38	11/11/2011		M	50,000	02/19/2005	02/18/2012	Common Stock	50,000
Stock Option (right to buy)	\$ 33.38	11/11/2011		M	500,000	02/19/2005	02/18/2012	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COTE DAVID M
101 COLUMBIA ROAD
MORRISTOWN, NJ 07960

Chairman & CEO

Signatures

Jacqueline Katzel for David
M. Cote

12/22/2011

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.49 to \$53.74, 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 Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.64 to \$55.36, 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 Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.

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

(4) Amended to reflect performance shares unintentionally omitted from aggregate amount of securities beneficially owned following reported transaction.

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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