

HONEYWELL INTERNATIONAL INC
 Form 4
 February 17, 2015

FORM 4

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

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).

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)
02/13/2015

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

MORRIS TOWNSHIP, NJ 07962

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| 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 |

| | | | |
|-----------------|------------|---|---------------------------|
| 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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(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) | | |
|---|--|---|---|--------------------------------------|---|--|---|-----------------|----------------------------|
| | | | | | | 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 | 700,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| COTE DAVID M 101 COLUMBIA ROAD MORRIS TOWNSHIP, NJ 07962 | X | | Chairman & CEO | |

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).

(1) 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.

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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.

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