

Lewis Gregory P
 Form 3/A
 February 27, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lewis Gregory P | | (Month/Day/Year) | HONEYWELL INTERNATIONAL INC [HON] | |
| (Last) | (First) | (Middle) | 08/03/2018 | |
| 115 TABOR ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 08/10/2018 |
| MORRIS PLAINS,Â NJÂ 07950 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP & Chief Financial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 9,390 ⁽¹⁵⁾ | D | Â |
| Common Stock | 2,254 | I | Held in 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------------|---------------------------------------|---|
| Employee Stock Options (right to buy) | Â <u>(1)</u> | 02/24/2021 | Common Stock | 3,520 | \$ 56.73 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(2)</u> | 02/28/2022 | Common Stock | 6,034 | \$ 59.53 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(2)</u> | 02/26/2023 | Common Stock | 6,034 | \$ 69.38 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(2)</u> | 02/26/2024 | Common Stock | 20,114 | \$ 93.44 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(3)</u> | 02/25/2025 | Common Stock | 22,125 | \$ 103.31 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(4)</u> | 02/24/2026 | Common Stock | 24,137 | \$ 103.07 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(5)</u> | 02/27/2027 | Common Stock | 25,000 | \$ 124.99 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(6)</u> | 02/26/2028 | Common Stock | 3,420 | \$ 155.39 | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 3,420 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock | 3,370 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock | 4,023 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 5,000 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(12)</u> | Â <u>(12)</u> | Common Stock | 3,570 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(13)</u> | Â <u>(13)</u> | Common Stock | 3,570 | \$ <u>(7)</u> | D | Â |
| Supplemental Savings Plan Interests | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 1,096 | \$ <u>(14)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lewis Gregory P 115 TABOR ROAD MORRIS PLAINS,Â NJÂ 07950 | Â | Â | Â SVP & Chief Financial Officer | Â |

Signatures

Su Ping Lu for Gregory P.
Lewis

02/27/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Employee Stock Options were granted under the 2006 Stock Incentive Plan and are fully vested.
- (2) The Employee Stock Options were granted under the 2011 Stock Incentive Plan and are fully vested.
- (3) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 16,594 options fully vested and 5,531 options vesting on February 26, 2019.
- (4) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 12,068 options fully vested and 6,035 options vesting on February 25, 2019 and 6,034 vesting on February 25, 2020.
- (5) The Employee Stock Options were granted under the 2016 Stock Incentive Plan with 6,250 options fully vested and 6,250 options vesting on each of February 28, 2019, February 28, 2020 and February 28, 2021.
- (6) The Employee Stock Options were granted under the 2016 Stock Incentive Plan with 6,250 options vesting on each of February 27, 2019, February 27, 2020, February 27, 2021 and February 27, 2022.
- (7) Instrument converts to common stock on a one-for-one basis.
- (8) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with all units vesting on April 22, 2020.
- (9) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with 1,659 units vesting on July 31, 2020 and 1,711 units vesting on July 31, 2022.
- (10) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with all units vesting on February 25, 2019.
- (11) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with 1,650 units vesting on October 3, 2019, 1,650 units vesting on October 3, 2021 and 1,700 units vesting on October 3, 2023.
- (12) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with all units vesting on February 28, 2020.
- (13) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with all units vesting on February 27, 2021.
- (14) Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under rule 16b-3.
- (15) Due to an administrative error, the total number of shares held is updated to reflect the total number of Honeywell shares held by Mr. Lewis on August 3, 2018.

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.